

KENDAL AT OBERLIN RESIDENTS ASSOCIATION, INC.

600 Kendal Drive, Oberlin OH 44074

CONSTITUTION AND BYLAWS

7 November 2019

ARTICLE I: Name, Purpose, and Membership

Section 1.1 Name. The name of this organization is KENDAL AT OBERLIN RESIDENTS ASSOCIATION, INC., organized under section 501(c)(3) of the Internal Revenue code, hereinafter called "the Association" or "KORA".

Section 1.2 Purpose.

a) The purpose of the Association is to establish and maintain in cooperation with the Administration, Staff, and Board of Directors of Kendal at Oberlin:

a community in which each person is nurtured, and the corporate body of residents and staff is enriched;

a community committed to openness, respect, and care for each other;

a community where members respond to one another with sensitivity, good will, and patience, and where 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.

b) The Association is organized exclusively as an exempt charitable organization under 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), including the making of financial distributions to other organizations that qualify as exempt organizations under section 501(c)(3).

c) 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.

ARTICLE II: Meetings of the Association

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.

a) 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 Leadership Development and Nominations Committee, and for the transaction of such other business as may properly come before the meeting.

b) 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. Any motions to be brought to the Association at the meeting are to be included in the notice.

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 Decision-Making. Decisions shall normally be made by consensus. When a vote is required, voting shall be by voice vote except when a motion to vote by ballot on a specific proposal is 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 of Council 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. Leadership of the Association

Section 4.1. There shall be a **Leadership Development and Nominations Committee** consisting of six members who shall:

- a) Develop along with Council and committee representatives leadership opportunities for residents; encourage individual residents to move into leadership roles which match their interests and gifts; and in each nomination cycle plan ahead for nominees who, with experience, might assume increasing leadership roles;
- b) Advise on the leadership needs of the Association when requested by Council or a committee representative, drawing on the Committee's knowledge of the resources present in the resident community;

- c) Nominate to the Annual Meeting a slate of Officers, Councilors, and up-coming members of the Leadership Development and Nominations Committee. Residents shall be urged to suggest names for consideration by the Committee to be given in writing and with the consent of the suggested candidate(s) at least six weeks before the Annual Meeting. The Committee shall seek to maintain broad diversity, including newer residents. In their slate for the Leadership Development and Nominations Committee the Committee shall consider including former KORA officers.

Section 4.2 Elections. At each Annual Meeting, the Association shall elect:

- a) a President, Vice-President, Secretary, and Treasurer for one-year terms;
- b) Councilors for two-year terms; six shall be elected in even years, and five in odd years;
- c) Members of the Leadership Development and Nominations Committee for two-year terms; two shall be elected in even years, and three in odd years; each year the President shall appoint an officer of KORA for a one-year term as the sixth member.

Section 4.3 Terms of Office.

- a) Newly-elected Officers, Councilors, and Members of the Leadership Development and Nominations Committee shall take office on January 1. Those elected to Council at the November Annual Meeting are expected to attend meetings of Council during November and December, but without vote.
- b) An Officer may serve in the same elective office for no more than two consecutive one-year terms, except that the Treasurer may serve for up to four consecutive one-year terms. A Councilor or Member of the Leadership Development and Nominations Committee may serve for no more than two consecutive two-year terms. Service by appointment will not affect eligibility for elected service.
- c) The maximum consecutive time of service on Council, whether as Officer or Councilor, shall be four years, except that the Treasurer shall be a member of the Council throughout his or her term of office, even if it means that as the result of previous service as Councilor the Treasurer will serve on Council more than four years.

Section 4.4 Vacancies. 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, Treasurer, Councilor, or in the Leadership Development and Nominations Committee, Council shall in consultation with the Leadership Development and Nominations Committee appoint a successor to service until the next election.

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 three members of the Association to audit the accounts of the Treasurer for the previous fiscal year. The

Committee's report shall be delivered before the April Council meeting to the President who shall make it available to members of the Association.

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

- a) **The Budget Committee** is charged with preparing a KORA budget for the coming year, working with KORA committees and groups 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 shall also monitor income and expenses compared to the budget and shall report to Council. The Treasurer serves as an ex-officio member of the Budget Committee.
- b) **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.
- c) **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. It is the responsibility of the Coordination Committee to request, receive, and compile the Annual Reports from all of the KORA Committees

Section 5.4 Standing Committees and Their Subcommittees. Standing Committees are established by Council to implement activities and programs that address residents' needs. Council may abolish Standing Committees or change their purposes.

- a) Each Standing Committee shall select its own members. Standing Committees may establish Subcommittees to perform specific functions related to the Standing Committee's purpose. Subcommittee members need not be members of the Standing Committee. A representative of each Subcommittee shall meet periodically with its Standing Committee. Standing Committees and Subcommittees with Chairs shall select Chairs for a one-year term, with a maximum of four consecutive terms. Exceptions to term limits must be approved by Council.
- b) Council shall appoint a Council member as Liaison to each Standing Committee and the Stephens Care Center. Liaisons will facilitate communication between Council and Committees and the Stephens Care Center residents and will assist appropriately with problems when requested to do so.
- c) 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, Service, and Support Groups, are formed by residents with a common interest, hobby or life situation.

- a) When a Special Purpose Group is formed, the group shall submit a statement of purpose for review by the Coordination Committee and for recognition by Council.

- b) They may operate with or without Chairs, at the discretion of the members. Chairs may serve without restriction as to number of terms.
- c) Special Purpose Groups shall maintain contact with the Council Coordination Committee.

Section 5.7 Budget Requests. Committees, Subcommittees, and Special Purpose Groups are eligible for KORA financial support. Chairs may apply to Council's Budget Committee for financial support for the coming year. Such requests are due by the end of September.

Section 5.8 Annual Reports. The Chair of each Committee, Subcommittee, and Special Purpose Group shall submit an annual report to the Council by November 1 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 on plans for the coming year. The Council may from time to time request special reports.

Section 5.9 Publication of Authorized List. During the first quarter of each calendar year the Council shall make available to the community a listing of authorized and active Committees, Subcommittees, and Special Purpose Groups.

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 decisions 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 shall also see that minutes of the Association and Council meetings are made available to the community.

Section 6.4 Treasurer. The Treasurer shall perform such duties as customarily pertain to the office, including receiving income, paying bills, and keeping financial records, submit to an annual audit of the books as provided in Section 5.2, and at the direction of Council maintain deposits in authorized financial institutions. The Treasurer serves as an ex-officio member of the Budget Committee.

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 Association shall select a representative to the Kendal at Oberlin Board of Directors each year as required by Ohio law. Ordinarily this will be the President of the Association or an alternate designated by the President. The Board of Directors, in turn, and the

Administration are each 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, or directly at a Council meeting..

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, June 18, 1996, November 11, 1996, November 10, 1997, November 17, 1998, November 18, 1999, November 11, 2003; Thoroughly Revised November 9, 2017; Amended November 7, 2019.

[The specific amendments can be found in the minutes of the Association meetings on the dates cited.]