CROASDAILE VILLAGE RESIDENTS' ASSOCIATION
BYLAWS
Revised January 24, 2017

ARTICLE I - ORGANIZATION OF THE ASSOCIATION
The Residents’ Association of Croasdaile Village Retirement Community (“the Association”) has been created and organized by the residents of Croasdaile Village Retirement Community (“the Residents”) as a voluntary, non-profit, membership association. The office address of the Association is 2600 Croasdaile Farm Parkway, Durham, North Carolina 27705. The Association shall operate in accordance with the Bylaws incorporated herein.

ARTICLE II - PURPOSE OF THE ASSOCIATION
1. The Association shall represent the Residents in matters that affect the general welfare, comfort and/or quality of life of residents.
2. The Association shall provide a means of communication between the Residents and other organizations or bodies including the administrative staff of Croasdaile Village Retirement Community (the "Administration"), and the Board of Trustees of The United Methodist Retirement Homes, Inc. ("UMRH"). In furtherance of such communication the Association shall be a participating member of a committee ("Local Church Relations Committee") composed of representatives from United Methodist churches within the North Carolina Conference district in which Croasdaile Village is situated, and if appropriate, neighboring districts as well. The purpose of the committee shall be to provide information to local churches and to encourage support for Croasdaile Village Retirement Community by the public.
3. The Association shall serve as a conduit for conveying Residents’ suggestions and concerns to any of the aforesaid organizations or bodies.
4. The Association shall support and assist UMRH, in accomplishing its adopted “Statement of Purposes” for Croasdaile Village.
5. The Association is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.
6. None of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons. The Association 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.
7. No substantial part of the activities of the Association shall be the attempt to influence legislation. The Association shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.
Notwithstanding any other provision of this document, the Association shall not engage in any other activities disallowed for 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. While the Association recognizes limitations to its own activities as an organization as outlined above, it may not limit the freedom of speech and expression of residents as individuals.

ARTICLE III - MEMBERSHIP
All residents of independent cottages and apartments of The Homestead and Heritage Hall are members of the Association. [Note. Residents of Friendship House and the Pavilion have Resident Councils separate from this Association.]

ARTICLE IV - OFFICERS AND ELECTION
Section 1. The following shall be the officers of the Association who shall each year be elected by the members of the Association for a term of one year, or until such time as a successor is elected and assumes office.
   a. Administrative Officers
      President
      Vice President
      Secretary
      Treasurer
   b. Association Representatives
      Representative to the Local Church Relations Committee.
      Representative to the North Carolina Continuing Care Residents Association.

The officers, together with and as a part of the Residents' Council ("the Council", see Article VI) shall have exclusive powers to manage the affairs of the Association.

Section 2. Election of Officers
   a. The Nominating Committee (see Article VIII, Section 2), with the consent of the nominees, shall submit to the Residents Council at least twenty (20) days prior to the Annual Meeting, a list of candidates for nomination for each office. Said list of candidates shall be posted on the Resident bulletin board, on the Croasdaile TV channels, and in the Library and remain posted until the election is completed.
   b. Further nominations may be made by any resident, with the consent of the nominee and ten (10) supporting signatures, by contacting the Chair of the Nominating Committee at least ten (10) days before the Annual Meeting so that the name may be added to the list.
   c. Election shall take place at the Annual Meeting of the Association by voice vote unless there is more than one nomination for any office. A majority vote of members present and voting shall be required for election. If there is no majority, the two top candidates will participate in a runoff election.
   d. If a vacancy occurs in the office of the President, the Vice-President shall
become President. The vacancy thus created in the office of the Vice-President, and any other officer vacancy, shall be filled by vote of the Council. Appointees shall serve the balance of the term of the previous incumbent.

e. The President, Vice-President and Secretary shall serve no more than two consecutive terms in the same office. The Treasurer may serve three consecutive terms in that office. Following a one-year absence, each of these officers shall again be eligible for that office. They may in the interim, serve in any other Council office or as a Neighborhood Representative. An officer who has served a partial term will be considered as having served a full term if the partial term exceeded six months. It is recommended but not required that the same two-year term limits apply to the election of Association Representatives.

Section 3. Powers and Duties of Officers.

a. President
   (1) Preside over Association and Council Meetings.
   (2) Attend meetings of the Board of Trustees of UMRH, as an ex-officio member with vote, and perform such duties as requested by the Board of Trustees.
      (a) Inform the UMRH Board about Croasdaile Village resident activities. Report to the Board any Resident concerns subject to Board jurisdiction.
      (b) Report UMRH Board actions to the Council and to the Residents.
   (3) Attend meetings of the Local Church Relations Committee.
   (4) Serve as an ex-officio member of all Committees, with the exception of the Nominating Committee.

b. Vice President
   (1) Preside over Association and Council Meetings in the absence of the President.
   (2) Fulfill all duties delegated by the President relating to the business of the Association.
   (3) Coordinate Neighborhood activities.

c. Secretary
   (1) Keep an accurate record of all business conducted at the regular meetings of the Association and the Council.
   (2) Be the custodian of all Council and Association documents including the Bylaws, Standing Rules, Minutes and other relevant reports.
   (3) Prepare for the President’s signature all correspondence approved by the Council.
   (4) Prepare and issue routine correspondence relating to Association matters.

d. Treasurer
   (1) Be responsible for the administration of all financial activities of the
Association.
(2) Manage all matters relating to tax responsibilities of the Association which shall include the handling of sales taxes on behalf of the North Carolina Department of Revenue and duties imposed by the Internal Revenue Service.
(3) Serve as a member of the Finance Committee of the Association.
(4) Present financial reports at meetings of the Council and the Association.

e. Representative to the Local Church Relations Committee.
(1) Report to the committee on Croasdaile Village Retirement Community activities.
(2) Promote and facilitate support of Croasdaile Village by local United Methodist churches.

f. Representative to the North Carolina Continuing Care Residents Association ("NCCCRA").
(1) Serve on the board of directors of the NCCCRA as the representative of the residents of Croasdaile Village Retirement Community.
(2) Promote and facilitate membership by Croasdaile Village residents in NCCCRA.
(3) Distribute communications to Croasdaile Village residents from NCCCRA including the "Hotline" news bulletin.
(4) Promote and facilitate participation in NCCCRA meetings and other activities by Croasdaile Village residents. Report such activities to the Council.

Section 4. Auxiliary Positions
a. Past-President
The immediate past President shall be an ex-officio member of the Council with the right to vote and to establish a quorum. In the event that a President who is serving in office no longer continues to serve, the existing Past-President shall continue to serve as such until the end of his or her normal term of office as Past-President.

b. Parliamentarian
At the option of the President, he or she may appoint a Parliamentarian as an ex-officio member of the Council without the right to debate or to vote. The Parliamentarian shall advise and assist the President and Council members in the conduct of meetings and shall serve as a consultant in the interpretation of Council Bylaws, Standing Rules, and the Council’s Parliamentary Authority.

c. Assistant Treasurer
At the option of the Finance Committee, the committee may appoint an Assistant Treasurer to help the Treasurer in whatever manner the Treasurer and the Finance Committee shall determine. The Assistant Treasurer shall be an ex-officio member of the Finance Committee with
the right to vote and to establish a quorum.

ARTICLE V - MEETINGS
Section 1.
   a. The Annual Meeting of the Association shall be held in January. A Semi-
      Annual Meeting shall be held in June.
   b. Special Meetings of the Association may be called by the President with
      the approval of a majority of the members of the Council or upon the
      request of twenty-five (25) or more members of the entire Association.
Section 2.
   a. Notice of all Association Meetings shall be given to the Residents at least
      two (2) weeks prior to the date of the meeting except in the case of an
      emergency.
   b. The right to elect officers and amend the bylaws shall be reserved to the
      general membership. For all Association Meetings, fifty (50) Residents
      shall constitute a quorum for conducting business. Voting may be by
      ballot or by a show of hands. Each resident shall have one vote. Unless
      otherwise provided, a majority vote of members present and voting shall
      be required for adoption of all motions.

ARTICLE VI - RESIDENTS’ COUNCIL
Section 1. The members of the Council shall be the Officers of the Association,
   the Neighborhood Representatives and the Past-President.
Section 2. The Residents’ Council shall act on behalf of the Residents' Association
   in pursuing the goals of the Residents of Croasdaile Village. Its
   responsibilities shall include but not be limited to the following.
   a. Establish policies to be followed by officers and committees in the
      conduct of their duties. Authorize actions, activities, and expenditures
      that may be needed to carry out these duties.
   b. Receive in a timely fashion from the Administration information of
      interest to residents, and pass on concerns of residents to the
      Administration.
   c. Communicate with the members of the neighborhoods through reports
      from the Neighborhood Representatives to the Council and corresponding
      reports by the Representatives back to the neighborhood.
Section 3. During each calendar year, the Council is expected to meet monthly at a
   time and place to be determined by the Council with the following exceptions:
   a. The annual and/or semi-annual meeting of the Association may replace a
      Council meeting for those months.
   b. With the approval of the Council, the President may schedule a single
      meeting to replace the two meetings otherwise required for the months of
      July and August.
   c. A special meeting of the Council may be called at the discretion of the
President or upon the request of five (5) Council members.

Section 4. Council meetings shall be open to all Residents. Visitors may be invited to express their concerns and opinions in designated discussion periods.

Section 5. A quorum of the Council shall be 50% of its membership. Voting may be by show of hands or a voice vote unless there is a call for a written ballot. A majority vote of members present and voting shall be required for adoption of any motion.

ARTICLE VII - NEIGHBORHOODS

Section 1. The residents of Croasdaile Village shall be divided into Neighborhoods to promote a friendly environment, improve communications, and provide an opportunity for discussion of issues of concern. The Neighborhoods shall be represented in the Council by Neighborhood Representatives elected by the residents of the Neighborhood.

Section 2. The Council shall have the authority to determine, and change when necessary, the number and boundaries of the Neighborhoods. These are defined in the Standing Rules of the Association.

Section 3. Each neighborhood shall be entitled to one elected Representative as a member of the Council with the exception that Heritage Hall residents shall be entitled to have two Representatives serving on the Council. In the event a neighborhood elects Co-Representatives, only one of these at a time may exercise the rights of a Representative at any Council meeting, but the other may attend the meeting as a spectator. In the absence of its regular Representative, a neighborhood may designate an alternate to attend individual Council meetings, the alternate having full rights of voice and vote as a temporary member of the Council.

Section 4. Each Independent Living Neighborhood shall elect its Neighborhood Representative annually for a term of one year. In place of a single individual a neighborhood may choose to elect Co-Representatives who shall share the responsibilities of the position which are to:

a. Preside at meetings of the neighborhood and arrange, either in person or with the help of other neighborhood members, for programs that may be a part of the meeting.

b. Serve as the neighborhood’s representative to the Residents Council. As such, he or she is expected to attend meetings of the Council, serve as a voting member of the Council, and report activities and concerns of the neighborhood to the Council.

c. Report to the neighborhood members on actions taken by the Council, especially any issues requiring neighborhood input back to the Council.

No Neighborhood Representative shall serve more than two full consecutive terms. A Representative who has served more than half a term in office is considered to have served a full term. Following a one-year absence from office a Representative is again eligible for election. If a neighborhood has
elected Co-Representatives, tenure restrictions shall apply to each of these individually. A Representative may not serve as an officer of the Council, and if elected as such, the neighborhood shall elect a new Representative unless it has a Co-Representative who can continue in office.

Section 5. The Neighborhood Representative shall appoint a Secretary for a term of one year at a time, to keep minutes, send out notices and assist the Neighborhood Representative in various other ways.

Section 6. Each Neighborhood shall set a date, time and place for the election of its Representative at least thirty (30) days before the Annual Meeting of the Association. The representatives elected shall become members of the Council at the conclusion of the Annual Meeting of the Association.

ARTICLE VIII - COMMITTEES AND RELATED ORGANIZATIONS

Section 1. Executive Committee

The officers of the Association shall constitute the Executive Committee which shall meet at the call of the President. The Executive Committee may act on behalf of the Council between Council meetings on all matters not specifically reserved to the Council, and shall report to it for ratification of actions taken.

Section 2. Nominating Committee

A Nominating Committee of at least five (5) members, chaired by the Immediate Past President, shall be appointed by the President, subject to approval by the Council. It shall with the consent of the nominees, submit a list of candidates for election as officers of the Association at the Annual Meeting as provided in Article IV, Section 2a and 2b. The committee’s normal responsibilities end with that election, but it may be called upon at other times of the year to assist in filling any vacancy among the officers.

Section 3. Standing Committees

The Council shall establish Standing Committees annually as listed in the Standing Rules of the Association which shall continue in existence until terminated by the Council.

a. The chairman of each committee shall be appointed by the President for a one year term commencing with the date of the annual meeting and continuing until the next annual meeting or until a successor has been duly appointed. The President shall present the names of each chairman for approval by the Residents’ Council as soon after the annual meeting as practicable. A resident may serve as chairman of only one committee at a time. A committee chairman may be appointed for not more than three successive years unless otherwise approved by the Council, or unless the committee chairmanship requires special qualifications.

b. Members of a committee shall be individuals appointed as such by the committee chairman, and/or representatives from the neighborhoods selected by the neighborhood, as appropriate for the mission of the committee. Standards for membership within a committee shall be set by
each committee as appropriate for the accomplishment of its mission and may include:
(1) Members appointed by the committee chairman in classes of restricted tenure, such as three consecutive years service, to achieve a time-rotation that will provide experienced members from one year to the next.
(2) Members appointed by each neighborhood as representatives to the committee.
(3) Inclusion or addition of persons with specific skill sets and who may not necessarily be bound by tenure restrictions.
(4) Appointment of members only when and as required by the mission of the committee.
Residents may serve as members of more than one committee at a time.

c. Chairmen and members of committees shall be appointed to their position one year at a time. Continuation in office for an additional length of time shall require a new appointment each year, subject to tenure limitations.

Section 4. Ad Hoc Groups and Task Forces
The President, with the approval of the Council may appoint Ad Hoc groups and/or Task Forces as may be helpful for the effective operation of the Association.

Section 5. Formally Sponsored Resident Activities
a. The Association sponsors a resident-managed-and-operated gift shop for the sale of sundry items to residents, guests and Croasdaile Village employees. The formal title of the shop may vary from time to time at the discretion of shop management. The manager of the gift shop ("Gift Shop Manager") is given full authority to staff the shop with resident volunteers and to make all decisions relative to the acquisition, pricing, display and sale of merchandise. All expenses of the shop shall be born by the Association and all revenues from sales shall be returned to the treasury for unrestricted use by the Association.

b. The Croasdaile Village Library shall be operated by and for the Residents Association under the direction of a Librarian. The Librarian with the assistance of a Library Committee, as defined in the Standing Rules, shall be responsible for managing all facets of the Library: selection and purchase of books and other library materials; storage and display; establishment of rules for use of the library by residents and procedures for a staff of volunteer workers who assist in the operation of the library. The Librarian may be the chairman of the Library Committee, or if not chairman, shall be an ex-officio member with power to vote. The Librarian and the Library Committee shall have the freedom to organize the library staff, however chosen, to accomplish its mission. They shall have the authority to decide the appropriate use of funds donated to the Residents Association and designated for the Library subject to
limitations set in Article IX, Section 1(c).

c. The Association owns, maintains, and supervises the use of a number of pieces of business-related equipment including desktop computers and a multi-purpose printer in a dedicated room constituting a business center. A volunteer staff of residents shall be responsible for this business center under the leadership of a Business Center Manager. The business center staff will provide assistance to residents in the operation of the business center equipment, educate them in computer operation in general, and when possible provide help troubleshooting problems residents may have with personal computers and other mobile devices.

d. The President with the consent of the Council shall appoint the Gift Shop Manager, the Librarian, and the Business Center Manager, for one-year terms with no limit on number of terms served. These individuals shall have the same duties relating to, and rights of participation in Council business as do the chairmen of the standing committees.

Section 6. Replacement of Vacancies
The President shall appoint replacements with the consent of the Council, to fill vacancies in the positions of standing committee chairmen, Gift Shop Manager, Librarian, or Business Center Manager.

Section 7. Other Organizations and Activities
Residents are free to organize activities that are not formally sponsored by the Administration or by the Association. Activities that fall within the limitations specified by the terms of Section 501(c)(3) of the Internal Revenue Code may be eligible to receive financial support from the Association and to provide donors of gifts with the possibility of taking charitable gift deductions from their taxes. Such activities shall be deemed to be "compliant" activities. Those activities that do not comply with the tax-exempt restrictions shall be deemed to be "non-compliant". Residents may participate as individuals or groups in the latter, but such participation shall not imply endorsement or support by the Association. Both types of activity shall be treated equally by the Council in their freedom to meet and interact with residents, subject to whatever restrictions exist for all residents in their use of Croasdaile Village facilities.

ARTICLE IX - FINANCIAL RESPONSIBILITIES
Section 1. Resident Council Responsibility.

a. The Council shall have overall fiduciary responsibility for the financial affairs of the Residents Association and shall be responsible for establishing specific parameters in the Standing Rules for the management of these affairs. The Council may authorize the Executive Committee to act on its behalf between Council meetings when time constraints require this.

b. The Council shall establish the fiscal year for the Association.
c. Council approval is required for any expenditure or financial obligation by the Association equal to or greater than the council-approval level defined in the Standing Rules.
d. Council approval is required for the discontinuance or the redefinition of purpose of any inactive designated fund account when that account has a positive asset balance.
e. Council approval is required for payments from Association funds for purposes not in support of resident activities or facilities, including grants to charitable organizations. The latter shall be subject to conditions defined in the Standing Rules.
f. The Council shall have the right to refuse proposals of gifts to be used for purposes that are not consistent with the interests and objectives of the Association.
g. Contracts may be entered into, debts incurred, or property of the Association conveyed or encumbered only as directed by resolution of the Council. Unless otherwise provided at the time of approval, all contracts shall be signed by the Treasurer.

Section 2. Finance Committee Responsibility.
   a. The Finance Committee shall provide overall supervision of the actions of the Treasurer.
   b. The Finance Committee shall have the authority to create designated fund financial accounts as defined in the Standing Rules. The Committee may terminate any designated fund that has become inactive if it does not have a positive asset balance.
   c. Finance Committee approval is required for the expenditure of undesignated Association funds equal to or greater than a committee-approval level defined in the Standing Rules.

Section 3. Treasurer’s Responsibility.
The Treasurer shall be solely responsible for ensuring the proper receipt and safe-keeping of all Association income and for the appropriate disbursement of Association funds according to provisions in the Standing Rules and subject to specific limitations contained therein or in the Bylaws. He or she shall maintain a record of all such financial transactions.

Section 4. Investments.
The Treasurer may be authorized to invest Association funds in appropriate financial instruments and securities for the purpose of receiving gain thereby. This shall be according to investment policies set by the Council upon recommendation by the Finance Committee and/or an Investment Committee established by the Finance Committee.

Section 5. Audit.
An ad-hoc Audit Committee composed of one or more Residents shall be appointed by the President and approved by the Council. The committee shall make an annual examination of the financial accounts of the Association and
Section 6. Association Membership.

There shall be no dues or assessments required from Residents for membership in the Residents' Association.

ARTICLE XI - PARLIAMENTARY AUTHORITY
The Parliamentary Authority shall be the current edition of Robert's Rules of Order, Newly Revised, which shall govern all cases to which they are applicable, insofar as they are not inconsistent with the Bylaws.

ARTICLE XII - AMENDMENTS
These Bylaws may be amended at any regular meeting of the Association or any special meeting called for that purpose, provided (a) the proposed amendments have been recommended first by the Council; and/or (b) said amendments or additional amendments are proposed by a petition of fifteen (15) or more residents and transmitted to the Secretary of the Council. A copy of the proposed amendments must be posted on the Resident bulletin board and/or in the Library at least ten (10) days in advance of the meeting. A notice of such proposed action shall also be posted on the Croasdaile Village TV channel. Copies shall be made available to residents on request.

ARTICLE XIII - DISSOLUTION
Upon the dissolution of the Association, all of the assets and property of the Association shall be distributed to UMRH, if it is exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code at the time of dissolution. If the named beneficiary does not qualify, is not in existence, or is unwilling or unable to accept the assets, the assets shall be distributed for one or more section 501(c)(3)-exempt purposes or shall be distributed to the federal government, or to a state or local government, for a public purpose.