
MERCY RIDGE
RESIDENTS ASSOCIATION
BYLAWS



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RESIDENTS ASSOCIATION

December 10, 2022

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ARTICLE I

Name

The name of this organization shall be the MERCY RIDGE RESIDENTS ASSOCIATION (the “Association”).

ARTICLE II

Object

The object of the Association is to facilitate engagement, discussion, and participation—both within the Association and with management—with respect to matters related to our mutual interest and benefit.

ARTICLE III

Members

The membership of the Association shall consist of all independent living and assisted living residents of Mercy Ridge, Inc.

ARTICLE IV

Officers

Section 1. List of Officers

The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, an Administrative Assistant and seven Building Wing Representatives. The Building Wing Representatives shall consist of the following: one for each of the three wings of Liffey House (wings A, B, and C), one for the sole wing of Killarney House (wing D), and one for each of the three wings of Shannon House (wings E, F, and G). These officers constitute the Residents Council (the “Council”) as provided in Article VIII, page 8.

Section 2. Term of Office

The President, Vice-President, Secretary, Treasurer, and Administrative Assistant shall be elected biennially by the members of the Association in even numbered years. The Building Wing Representatives shall be elected biennially in odd numbered years. The residents of each of the seven wings shall elect their own Building Wing Representative, who shall be a resident of that wing. All officers shall serve for a term of two years, and their term in office shall begin on the first day of January in the year following the year in which they are elected.

Section 3. Nomination Procedure

At the regular meeting of the Council held on the first Thursday in August of each year, a Nominating Committee of five members shall be elected by the Council, three of whom shall be residents who are not then serving as members of the Council. It shall be the duty of this committee to nominate candidates for the offices to be filled in the election to be held to replace incumbents whose terms will expire at the end of that year. The Nominating Committee shall report at the regular meeting of the Council in September. At this meeting, additional nominations from the floor shall be permitted to be made by any resident in attendance provided that any person so nominated shall, if present, agree to serve if elected, or, if absent, shall have agreed in writing to serve if elected. If there is only one nominee for an office, the chair shall declare the sole nominee elected to that office, and no election for that office will be held. If there is more than one nominee for an office, an election for that office will be held in accordance with the provisions of Section 4 of this Article.

Section 4. Elections

(a) Elections, whenever conducted pursuant to the provisions of this Section 4, shall be conducted by secret ballot, a plurality vote being sufficient to elect. Write-in votes shall be permitted only during initial balloting conducted pursuant to the provisions of subsection (b) hereof. In any election for a Building Wing Representative, only residents of the wing to be represented shall be entitled to vote.

(b) It shall be the duty of the Nominating Committee to prepare and distribute a ballot to each member of the Association on or before the first day of October, with instructions to complete the ballot and deposit it in a designated ballot box on or before the fifteenth day of October. Such ballots, and the envelopes provided with them, shall be prepared as prescribed in the parliamentary authority for use in conducting secret votes by mail. The Nominating Committee shall act as tellers and shall submit their report to the Council at the Council's regular meeting in November, and to the membership at the membership's annual meeting in December, at which time the chair shall announce the results of the elections.

(c) If the tellers' report to the Council in November shows that two or more candidates are tied for the largest number of votes cast for any office, a run-off election shall be conducted for that office. The Nominating Committee shall prepare and distribute, on or before the fifteenth day of November, a ballot containing only the names of the candidates who were tied for the largest number of votes cast, with instructions to complete the ballot and deposit it in a designated ballot box on or before the twenty-fifth day of November. These ballots, and the envelopes provided with them, shall be prepared as prescribed in the parliamentary authority for use in conducting secret votes by mail. The Nominating Committee shall act as tellers and shall submit their report to the membership at its annual meeting in December, at which time the chair shall announce the results. In any of these instances, if two or more candidates are tied for

the largest number of votes cast the members present at the meeting shall vote, by secret ballot conducted during the meeting, to decide which one shall be elected.

Section 5. Office-Holding Limitations

No member shall hold more than one office at a time, and no member shall be eligible to serve three consecutive terms in the same office.¹

Section 6. Removal from Office

The Council may remove any officer from office simply by the adoption of a motion to do so. Any motion for removal of an officer from office shall require a two-thirds vote for its adoption, and any determination thus made by the Council to remove an officer from office shall be final. The vote to remove an officer from office shall be by secret ballot.

Section 7. Vacancies

(a) Should the office of President become vacant for any reason, the Vice-President shall automatically become President for the remainder of the term (resulting in a vacancy in the office of Vice-President).

(b) Should any office other than the office of President become vacant for any reason, the Council shall elect a successor to serve for the remainder of the term. Elections to fill such vacancies shall be held as soon as is feasible following occurrence of the event giving rise to the vacancy (e.g. death, resignation, removal from office), no prior notice being required unless the election is to occur at a special meeting called for that purpose. When the election becomes the pending business, the chair shall call for nominations from the floor. If only one person is nominated, the chair shall declare the sole nominee elected. If there is more than one nominee, voting shall be by secret ballot, a majority vote being required for election.

ARTICLE V Duties of Officers

Section 1. President

The President shall perform the following duties:

1. preside at all meetings of both the Association and the Residents Council;

¹The term limits imposed by this Section 5 on Wing Representatives will not become effective until 1/1/2024, and the term limits imposed by this Section on the President, Vice-President, Secretary, Treasurer, and Administrative Assistant will not become effective until 1/1/2025.

2. be *ex officio* a member of all committees except the Nominating Committee, and, as such, shall have all of the rights of membership, including the right to vote, but shall have none of the obligations of membership and shall not be counted in determining the number required for a quorum or whether a quorum is present;
3. appoint, subject to the approval of the Council, the Chairs of all standing committees; and
4. perform such other duties applicable to the office as prescribed by these bylaws and by the parliamentary authority adopted by the Association.

Section 2. Vice-President

The Vice-President shall perform the following duties:

1. in the absence of the President, preside at all meetings of both the Association and the Residents Council; and
2. perform such other duties applicable to the office as prescribed by these bylaws and by the parliamentary authority adopted by the Association.

Section 3. Secretary

The Secretary shall perform the following duties:

1. keep the minutes of all meetings of the Association and the Council;
2. distribute a draft of such minutes, clearly marked as an unapproved draft, to all members of the Council and to the Executive Director of Mercy Ridge within two weeks following the date of such meetings;
3. within one week following approval of such minutes, place printed copies in the McAuley Library;
4. place in the McAuley Library copies of all written reports submitted to the Council by officers and committees within one week following submission; and
5. perform such other duties applicable to the office as prescribed by these bylaws and by the parliamentary authority adopted by the Association.

Section 4. Treasurer

The Treasurer shall perform the following duties:

1. act as the fiscal agent for the Residents Council;
2. be *ex officio* a member of the Finance, Scholarship, and Employee Appreciation Committees, and, as such, shall have all of the rights of membership, including the right to vote, and all of the obligations of membership and shall therefore be counted in determining the number required for a quorum or whether a quorum is present;

3. receive, bank, and keep accurate records of all funds of the Council;
4. make disbursements for expenditures approved in advance by the Council;
5. present monthly financial reports to the Council;
6. present a financial report (through November) to the Association each year at its December meeting;
7. submit to the Audit Committee, by January 31 of each year, an annual financial report for the immediately preceding calendar year; and
8. perform such other duties applicable to the office as prescribed by these bylaws and by the parliamentary authority adopted by the Association.

Section 5. Administrative Assistant

The Administrative Assistant shall perform the following duties:

1. prepare, update as needed, and distribute as directed, a directory of the Association's Officers, Hall Representatives, Committee Chairs, and Committee Members;
2. assist the President in all duties involving publicity, correspondence and communication with the Building Wing Representatives and Committee Chairs;
3. maintain an up-to-date copy of the Association's Bylaws; and
4. perform such other duties applicable to the office as prescribed by these bylaws.

Section 6. Building Wing Representatives

Building Wing Representatives shall perform the following duties:

1. report to the Council, in writing, any problems or concerns which they receive from Hall Representatives and residents of their wings;
2. bring any relevant messages from the Council to the Hall Representatives;
3. assist the Nominating Committee in identifying candidates for Council positions;
4. convene and chair a meeting, as needed, of the Hall Representatives;
5. assist the Administrative Assistant with communication efforts to the residents of the halls in their wing;
6. notify the Administrative Assistant of any new Hall Representatives; and
7. perform such other duties applicable to the office as prescribed by these bylaws.

ARTICLE VI

Hall Representatives

Section 1. Definition

A Hall Representative is a resident from a given hall of a given wing of the independent living apartments who has been chosen by the residents of that hall to represent them.

Section 2. Duties

Hall Representatives shall perform the following duties:

1. communicate any concerns of the residents of their hall to their Building Wing Representative;
2. bring to the residents of their hall any relevant communications from the Council which they may receive from their Building Wing Representative;
3. assist the Nominating Committee in identifying candidates for positions on the Council; and
4. arrange for and chair periodic meetings for the residents of their hall for the purpose of facilitating the communication of any problems or concerns of their residents to their Building Wing Representative.

Section 3. Term Limits

There shall be no limitation on the length of time that a resident may serve as a Hall Representative.

Section 4. Vacancies

Should the position of Hall Representative for any given hall become vacant for any reason, the Building Wing Representative who is then representing the residents of the wing in which that hall is located shall make arrangements for, and preside over, a meeting for the residents of that hall in order to enable them to select a new Hall Representative for their hall.

Section 5. Council Liaison to St. Stephen's Green

A member of the Council shall be appointed by the President to serve as Council Liaison to the residents of St. Stephen's Green. The Council member so appointed shall communicate any and all concerns of the residents of St. Stephen's Green to the Council.

ARTICLE VII

Association Meetings

Section 1. Annual Meeting; Minutes

(a) There shall be only one regular meeting of the Association each year. This annual meeting shall be held on the first Thursday in December unless otherwise ordered by the Association or by the Council. It shall be for the purpose of receiving the report of the tellers with respect to elections held during the preceding two months, the Chair's declaration of the results of those elections, reports of officers and committees, and the transaction of any other business that may properly come before the meeting. The Executive Director of Mercy Ridge, Inc. shall be invited to attend this annual meeting of the Association, and to submit during the meeting such report as he or she may deem advisable.

(b) The minutes of the Association's annual meeting in December shall be corrected and approved by the Council at its regular meeting in January.

Section 2. Annual Meeting Agenda; Adoption and Amendment

(a) The agenda for the Association's annual meeting in December shall be as follows, unless otherwise ordered by the assembly.

1. Adoption of Agenda
2. Tellers' Report and Chair's Declaration of Election Results
3. Reports of Officers
4. Report of the Council
5. Reports of Standing Committees
6. Report of the Executive Director of Mercy Ridge, Inc.
7. New Business
8. Adjournment

(b) Adoption of the agenda shall be by majority vote, and while it is pending for adoption it may be amended by majority vote. Following its adoption, a two-thirds vote shall be required for its amendment or suspension for any purpose.

Section 3. Special Meetings

Special meetings of the Association may be called by the President or by the Council and shall be called upon the written request of ten members of the Association. The purpose of the meeting shall be stated in the notice of the meeting.

Section 4. Notice of Meetings

It shall be the duty of the Secretary to prepare and distribute a written notice of every meeting of the Association to each member of the Association by placing a copy of the notice either in the member's in-house mail slot or on the shelf adjacent to his or her apartment door. Notices of regular meetings shall be distributed at least twenty-one days prior to the date of the meeting. Notices of special meetings and notices of adjourned meetings shall be distributed at least seven days prior to the date of the meeting.

Section 5. Quorum

(a) Sixty members of the Association shall constitute a quorum at any meeting of the Association.

(b) If at any meeting of the Association at which a quorum is not present,

1. the members present adopt a motion fixing the time for an adjourned meeting to continue the business of that session,
2. the date set for the adjourned meeting is neither less than two nor more than four weeks from the date of the meeting at which such motion is adopted, and
3. notice of the adjourned meeting is given to all members of the Association pursuant to the provisions of Section 4 of this Article,

the members present at the adjourned meeting shall constitute a quorum.

ARTICLE VIII Residents Council

Section 1. Composition

The twelve officers of the Association, namely, the President, Vice-President, Secretary, Treasurer, Administrative Assistant, and seven Building Wing Representatives, shall constitute the Residents Council.

Section 2. Powers

Except as otherwise specified in these bylaws, full power and authority over the affairs of the Association shall be vested solely in the Council.

Section 3. Duties

The Council shall perform the following duties:

1. fix the hour and place of meetings of the Association;

2. facilitate the exercise of the rights of the residents, as spelled out in the Residency and Care Agreement and Mercy Ridge Resident Handbook;
3. optimize the level of cooperation and communication between the residents and management;
4. advise management concerning the perceptions of the residents regarding the quality of services provided them;
5. work cooperatively with management to foster secure living, create a warm and friendly environment, and establish and maintain a high quality of life for all residents;
6. review periodically the effectiveness of the Association's committees; and
7. such other duties as are prescribed by these bylaws.

Section 4. Meetings; Notice of Meetings

(a) Unless otherwise ordered by the Council, regular meetings of the Council shall be held on the first Thursday of each month except for the month of December, and at such time and place as shall be designated by standing rule of the Council. The regular meetings of the Council held in March, June, and September of each year shall be open to all residents, and those residents in attendance shall be afforded an opportunity to address the Council following the completion of new business and prior to adjournment.

(b) Special meetings of the Council may be called by the President and shall be called upon the written request of three members of the Council. Written notice of any special meeting of the Council, stating the purpose of the meeting, shall be given by the Secretary to all members of the Council at least two days prior to the date of the meeting by placing a copy of the notice either in the member's in-house mail slot or on the shelf adjacent to his or her apartment door.

(c) Written notice of the regular meetings of the Council held in March, June, and September of each year shall be given by the Secretary to all members of the Association by placing a copy of the notice either in the member's in-house mail slot or on the shelf adjacent to his or her apartment door at least twenty-one days prior to the date of the meeting. Notice of the Council's meeting in September shall include notice of the right of all members of the Association present at this meeting to nominate candidates for the offices to be filled in the election to be held to replace officers whose terms will expire at the end of that year.

(d) The Executive Director of Mercy Ridge, Inc. shall be invited to attend all regular meetings of the Council, and to submit during the meeting such report as he or she may deem advisable.

Section 5. Meetings Held Electronically

(a) Meetings of the Council other than its regular meetings held in March, June, and September, and meetings of any of the Association's standing committees, may be conducted by teleconference or other electronic means whenever in-person meetings cannot be held. Such meetings:

1. shall be conducted pursuant to, and in compliance with, rules adopted by the Council for the conduct of such meetings, and
2. shall be announced to all members of the Council or Committee, as the case may be, with reasonable advance notice of how to participate.

(b) Rules adopted by the Council for the conduct of such meetings can negate any requirement for secret ballot voting contained in these bylaws and shall supersede any conflicting rules in the parliamentary authority.

ARTICLE IX Standing Committees

Section 1. List of Standing Committees

The Association shall have the following standing committees:

- Building Maintenance Committee
- Dining Committee
- Employee Appreciation Committee
- Environment/Landscape Committee
- Finance Committee
- Library Committee
- Scholarship Committee
- Special Events and Trips Committee
- Sustainability Committee

Section 2. Duties

The Council shall, from time to time as it deems appropriate, prescribe the duties of each of the Association's standing committees. These duties shall be set forth in a written mission statement for each committee, and an up-to-date copy of each of these mission statements shall be placed in the McAuley Library.

Section 3. Chairs

(a) The President shall appoint, subject to Council approval, the Chair of each standing committee. Such appointments shall be made as soon as is feasible following commencement of the President's term in office. Committee Chairs so appointed shall serve for a term of two years or until their successors have been appointed.

(b) No member of the Association shall chair more than one standing committee at a time, and no member shall be eligible to serve three consecutive terms in the same chair.

(c) The Chair of each standing committee shall appoint not less than seven nor more than twelve members of the Association to serve as members of his or her committee and shall advise the Administrative Assistant of such appointments.

(d) The Chair of each standing committee shall appoint, from among the members of his or her committee, a committee Vice-Chair and a committee Secretary, and shall advise the Administrative Assistant of such appointments. The Chair of the Employee Appreciation Committee and the Chair of the Scholarship Committee shall also each appoint, from among the members of his or her committee, a committee Treasurer, and shall advise the Administrative Assistant of such appointment.

(e) The Council may remove the Chair of any standing committee from office simply by the adoption of a motion to do so. Any such motion shall require only a majority vote for its adoption, and the adoption of any such motion shall be final.

(f) Should the office of Chair of any standing committee become vacant for any reason, the Vice-Chair of that Committee shall not automatically succeed to the office of Chair. Instead, the President shall appoint, subject to Council approval, a successor to serve as Chair of the committee for the remainder of the term.

Section 4. Reports

(a) The Building Maintenance, Dining, and Environmental/Landscape Committees shall submit monthly reports to the Council. The Finance Committee shall submit quarterly reports to the Council. All other standing committees shall submit reports to the Council whenever needed to keep the Council advised of their activities, and also whenever requested by the Council. All standing committees shall submit an annual report to the Association at its annual meeting in December. All reports shall be submitted in writing.

(b) The Treasurer of the Employee Appreciation Committee and the Treasurer of the Scholarship Committee shall each submit to the Audit Committee, by January 31 of each year, an annual financial report for the immediately preceding calendar year.

Section 5. Council Liaisons

(a) The Treasurer shall serve *ex officio* as Council Liaison to the Employee Appreciation, Finance, and Scholarship Committees. The President shall appoint a member of the Council to serve as Council Liaison to all other standing committees.

(b) The primary responsibility of a Council Liaison to a standing committee is to attend all meetings of that committee for the purpose of facilitating communication between it and the Council. To this end, a Council Liaison to a committee shall have all of the rights of membership on that committee except the right to vote. They shall not be counted for purposes of determining the presence of a quorum at committee meetings.

(c) Committee reports required to be submitted to the Association's meeting in December of each year, and to meetings of the Council held in March, June, and September of each year, shall be made by the Chair of the reporting committee unless that committee has ordered that it should be made by another one of its members. Committee reports required to be submitted to all other meetings of the Council shall be made by the Council Liaison to the reporting committee unless otherwise ordered by the Council.

Section 6. Additional Standing Committees

The Council may establish such other standing committees as it may from time to time deem necessary to enable the Association to carry out its object as set forth in Article II, page 1, hereof.

ARTICLE X Finance

Section 1. Dues

No dues shall be payable by members of the Association, but the Council shall have the authority to solicit funds from time to time as may be necessary for the operation of the Association.

Section 2. Fiscal Year

The fiscal year of the Association shall be the calendar year (January 1 through December 31 of each year).

Section 3. Audit Committee

(a) An Audit Committee consisting of no less than two nor more than four members shall be appointed annually by the President, with the approval of the Council, at the Council's meeting in January.

(b) The Audit Committee so appointed shall conduct an audit of the annual financial reports for the preceding calendar year which have been submitted to it by the Association's Treasurer and by the Treasurers of the Employee Appreciation Committee and the Scholarship Committee, and shall report to the Council at the Council's meeting in March.

Section 4. Expenses

The expenses of audits and fidelity insurance, if required by the Council, shall be paid by the Council from Association funds.

ARTICLE XI Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Council may adopt.

ARTICLE XII Amendment of Bylaws

Amendment of these bylaws shall require, and shall be effected by, adoption of the amendment by the Council and the Association's subsequent ratification of that adoption, as hereinafter set forth.

1. Adoption by the Council. Any proposed amendment to these Bylaws may be considered and adopted at any regular meeting of the Council provided that the amendment has been submitted in writing at the previous regular meeting of the Council. Adoption by the Council shall require a two-thirds vote.
2. Ratification by the Association. Adoption by the Council of any amendment to these bylaws shall be submitted for ratification by the Association at its next regular meeting in December or at any special meeting of the Association called for that purpose. The amendment, as adopted by the Council, shall be set forth in full in the written notice of the meeting of the Association at which its adoption by the Council is to be considered for ratification. Ratification by the Association shall require only a majority vote.