

BROADMEAD RESIDENTS ASSOCIATION BYLAWS

Revision Adopted June 7th, 2021

ARTICLE I. NAME, MISSION STATEMENT AND MEMBERSHIP

Section 1. Name

The name of this organization is the BROADMEAD RESIDENTS ASSOCIATION, hereinafter called the BRA.

Section 2. Mission Statement

The mission of the BRA is to involve the residents in a range of activities, events and experiences to increase their enjoyment of life and sense of community.

Section 3. Major Goals

To unite all residents of Broadmead for their mutual benefit and to cultivate a spirit of cooperation and friendship among them.

To enhance their satisfaction and enjoyment of Broadmead by undertaking and/or promoting activities of interest to the residents.

To communicate and cooperate with the Broadmead Administration and the Board of Trustees (hereinafter Board of Trustees or Trustees) in the creation of an enjoyable, active and useful community life for all residents.

To promote fundraising activities to pay for the BRA's various programs and events and to enhance a sense of community.

Section 4. The BRA does not permit pecuniary gain or profit, incidental or otherwise, to or for its members.

Section 5. Membership

All residents of Broadmead are and shall be members of the BRA. Participation in BRA activities is voluntary.

ARTICLE II. MEETINGS OF THE BRA GENERAL MEMBERSHIP

Section 1. Place and Time

Meetings of members of the BRA shall be held at such places at Broadmead and/or by electronic communications and at such times as may be fixed by the BRA Board of Directors hereinafter Board of Directors or Board). A meeting for

the election of officers and the transaction of such other business as may properly be brought before the meeting shall be held annually on the first Monday in June. Should the Board in any particular year consider such date impractical, it may change the same to any date between the first and third Monday in June of that year. The fiscal year of the BRA shall begin on July 1 and end on the following June 30.

A special meeting of members of the BRA may be called by the President on his/her own initiative or shall be called at the written request of not fewer than ten members, to be held for such purpose or purposes and at such time and place and/or in such manner (e.g., electronic) at Broadmead as shall have been stated in the request. If the time or place stated in the request is not feasible, the President shall call the meeting for the earliest feasible time and place.

Section 2. Notice of General Meetings

At least five days' notice of each general meeting of the BRA shall be given to all residents by the Secretary. Notice shall be given by any practical means available at the time, including but not limited to email or other electronic communication, resident boxes, cluster notices, etc.

Section 3. Quorum

The presence of not fewer than ninety residents shall constitute a quorum for the transaction of business.

Section 4. Voting

Each resident shall be entitled to vote at the annual or a general membership meeting. Voting shall be in person only and shall be by voice or show of hands, except where a motion to vote by ballot on a specific proposal shall be approved by a majority of those members present.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Membership

The BRA Board of Directors shall consist of the elected officers, (President, First Vice President, Second Vice President, Secretary, Associate Secretary, Treasurer and Associate Treasurer) plus the Cluster Coordinator, Activities Coordinator, the two elected Representatives to the Broadmead Board of Trustees, and one Representative from each Cluster, which shall include Independent Living, Assisted Living and Skilled Nursing. The immediate past President shall serve as an *ex officio* member of the Board of Directors.

Section 2. General Powers

Subject to the authority of members of the BRA, the Board of Directors shall have full power to conduct, manage, and direct the operations and affairs of the BRA. The Board of Directors shall approve a budget to finance the BRA's projects, activities and operations during the fiscal year. During the course of a fiscal year the Board may revise the budget with respect to unobligated funds as the Board deems wise and fiscally prudent.

Members of the BRA may not be assessed dues. Donations may be accepted for appropriate uses subject to guidelines approved by the Board.

Section 3. Meetings

Meetings of the Board of Directors shall be held at least once in each quarter at such times and places, or by electronic communications as may be fixed by the Board. Additional meetings may be called by the President at his/her discretion or upon the written request of four members of the Board, to be held at such time, place and manner at Broadmead as shall have been stated in the request. If the time, place or manner stated in the request is not feasible, the President shall call the meeting for the earliest time, place and manner that is feasible.

Meetings of the Board shall be open to attendance by residents as observers.

Section 4. Notice of Meetings

At least three days before each meeting of the Board of Directors, a written, email or text notice shall be given to each member of the Board by the Secretary.

Section 5. Quorum

A majority of the Board shall constitute a quorum for the conduct of business.

Section 6. Election of Leadership Positions

At each Annual Meeting, the general membership shall elect the seven officers of the BRA (President, First Vice President, Second Vice President, Secretary, Associate Secretary, Treasurer, Associate Treasurer), plus a Cluster Coordinator, Activities Coordinator, two Representatives to the Broadmead Board of Trustees and three members of the Nominating Committee. Except for members of the Nominating Committee, all shall be members of the Executive Committee.

No person shall hold the office of President without having served as a Director or elected officer at some previous time for one year or without having, in the opinion of the Nominating Committee, the required qualifications for the performance of the duties of the office of President, provided that he/she has been a resident of Broadmead for at least one year. No person shall hold more than one

elective position at the same time.

In the event the President shall resign or the Executive Committee has determined that the President is and will remain unable to serve, the First Vice President shall become President, and the Second Vice President shall become First Vice President. If the First Vice President is unable or unwilling to serve as President, the Second Vice President shall become President. If neither the First nor the Second Vice President is able or willing to serve as President, the Nominating Committee shall nominate a resident for election as President. The Board shall call a special BRA general meeting for an election to fill the vacancy for the unexpired term.

For so long as it is agreeable to the Broadmead Board of Trustees, the two Representatives to the Broadmead Board of Trustees shall attend Trustee meetings as liaison between that body and the BRA Board of Directors. They shall report to the Board of Directors at each Board of Directors meeting and may speak on concerns of the residents and the Board at meetings of the Trustees.

The Cluster Coordinator shall not represent a cluster while serving on the Executive Committee. The Activities Coordinator shall not chair any activity or Standing Committee while serving on the Executive Committee.

Should a vacancy occur on the Executive Committee, with the exception of the presidency, the vacancy shall be filled for the unexpired term by appointment of the President, subject to the approval of the Board of Directors at its next regular meeting or, if it is feasible, by doing so at a special meeting called for other purposes.

Section 7. Nominating Committee

The Nominating Committee shall be composed of five members, three elected by the BRA members and two appointed by the President. The three elected members shall be members of the BRA who are not currently serving in any other elected position, and who are elected in the same manner and at the same time as the officers at the Annual Meeting.

The two other members of the Nominating Committee shall be appointed annually at his/her earliest convenience by the President, subject to the approval of the Board of Directors. The Nominating Committee shall choose its own chair.

All members of the Nominating Committee should be aware of the responsibilities of each position to be filled. Members serve for one year, or until their successors are elected or appointed, and may be elected or appointed for one additional term. The Nominating Committee shall meet at least three months prior to the Annual Meeting to begin work on the selection of a single slate of officers, the Cluster Coordinator, the Activities Coordinator, the two Representatives to the Board of Trustees, and three members of the next year's Nominating Committee.

Committee members shall be provided with job descriptions for each open position.

Shortly after the first of the calendar year, the members of the BRA shall be invited by the President to suggest names to the Nominating Committee, prior to the Committee's announcement of a slate. Any such suggestions shall not require prior approval of the named person or persons and shall not limit the discretion or function of the Nominating Committee. One month before the Annual Meeting, the Committee shall, with the nominees' approval, announce the names of the persons nominated for election to the various positions. Additional nominations, with the prior approval of the nominees, may be made from the floor at the Annual Meeting.

Section 8. Election of Cluster Representatives

At least one week before the Annual Meeting and following the announcement by the Nominating Committee of its slate, and on at least five days' written notice, Cluster Representatives shall call meetings of the residents whom they represent for the purpose of electing Representatives, who shall also serve as Directors on the Board of Directors for the ensuing year. Alternates, who will serve in the absence of the Representatives, shall also be elected. Nominations may be made in writing, signed by the nominating resident, or may be made from the floor, but in either case, only with the consent of the nominee. Election shall be made by written ballot if more than one nominee is presented.

In the case of Assisted Living and Skilled Nursing, one Representative and one Alternate for each shall be elected. If no Representative or Alternate is available for election, the position shall be filled by appointment made jointly by the Chair of the Health Care Committee and the BRA Cluster Coordinator. Staff may be asked to assist with calling meetings and with administrative duties. Persons appointed to represent Hollowell and Taylor shall be members of the BRA but not necessarily residents of these units.

In the event that neither a Representative nor his/her Alternate is able to attend a Board of Directors meeting, one of them may appoint a *pro tempore* Alternate. In the event of a permanent vacancy of the Representative or Alternate, the Cluster Coordinator shall facilitate the selection of a replacement.

Section 9. Term of Office

All terms shall be for one year and shall begin on July 1 and end on June 30, the end of the fiscal year, or until a successor has been elected.

The President, the First Vice President, the Second Vice President, the Cluster Coordinator, the Activities Coordinator, the Representatives to the Board

of Trustees, and the members of the Nominating Committee may serve a second-year term if elected, but they may not serve more than two consecutive terms.

The Treasurer, the Associate Treasurer, the Secretary, and the Associate Secretary may serve more than two consecutive terms, with the consent of the Executive Committee and if elected at the Annual Meeting for each additional term.

ARTICLE IV. COMMITTEES

Section 1. Executive Committee

There shall be an Executive Committee consisting of the seven elected officers, the Cluster Coordinator, the Activities Coordinator and the two elected Representatives to the Board of Trustees, with the Finance Committee chair and the immediate past President serving *ex officio*. The Executive Committee may meet on not less than one day's notice, unless all members of the Executive Committee agree to an earlier meeting. The Executive Committee shall have and may exercise all the powers and duties of the Board of Directors between meetings of the Board in carrying out the necessary business of the BRA. In a situation where the Executive Committee feels that the subject may be controversial or of such importance that it warrants consideration by the Board and requires immediate attention, a special meeting of the Board shall be called.

The President may utilize the Executive Committee in planning for the activities of the BRA. Any decisions or actions taken by the Executive Committee shall be approved or disapproved by the Board at the next regular meeting. The President shall inform the Board regularly about the proceedings of the Executive Committee meetings. The presence of six members shall constitute a quorum.

Section 2. Appointments, Powers, and Duties

The Board of Directors may make appointments and may establish such Standing and other committees and activities as the Board may determine. Such appointees shall not be members of the Board. The activities of these committees shall cover the area of responsibility for which they are appointed. Each Standing Committee shall report when requested by the Board of Directors, and the reports shall be available to all residents.

Section 3. Standing Committees, Other Committees and Activities

The President shall appoint a chair from the members of the BRA for each Standing Committee (such as Building and Grounds, Finance, Food Service, Health Care, Greater Barn Sale). Committee chairs will be appointed to one-year terms which may be extended by mutual agreement of the President and committee chair.

Members of the BRA may volunteer to serve on Standing Committees of particular interest, but appointments shall be made by the chair after consultation with the President. The President shall be an *ex officio* member of each Standing Committee but at his/her discretion may delegate this *ex officio* membership on any committee to one of the Vice Presidents.

New Standing Committees may be established by the Board of Directors following a request from the residents or the Executive Committee. Other committees or activities may be formed by a group of residents by outlining the purpose and objectives of the proposed committee along with a committee charge, which will be submitted to the Executive Committee for approval. Such approval will be reported to the Board of Directors for their information. Any committee or activity that requires funding must be approved by the Board of Directors.

Committees other than Standing Committees may be laid down on approval of the Executive Committee when either the committee members or the Executive Committee determine that the committee is no longer needed. Board of Directors action is required for a standing committee to be laid down.

Section 4. Financial Review Committee

The Board of Directors shall appoint annually a Financial Review Committee consisting of two members of the BRA, or engage an outside firm, to conduct a review of the accounts and financial statements of the BRA Treasurer for the current fiscal year. The committee (or the outside firm) shall report the results of its reviews to the Executive Committee and the Board as soon as practicable after the close of the fiscal year. The reviewers may not concurrently serve on the Executive Committee nor be in a position of responsibility for handling BRA funds. The terms of the reviewers shall be staggered. No one reviewer shall serve for more than six consecutive years, but may be reappointed after an absence of one or more years.

ARTICLE V. OFFICERS, CLUSTER COORDINATOR, ACTIVITIES COORDINATOR AND REPRESENTATIVES TO THE BOARD OF TRUSTEES

Section 1. President

The President shall be the Chief Executive Officer of the BRA and shall have general supervision over and responsibility for its operation and affairs, subject to the direction and control of the Board of Directors. He/she shall preside at general membership meetings as well as at the meetings of the Board and of the Executive Committee. The President shall have no vote except in the case of a tie. At his/her discretion he or she may delegate some responsibilities to one of the Vice Presidents.

The President shall make an annual report on activities of the BRA during the previous fiscal year, which shall include a review of the progress in achieving the goals of the BRA. The report may also include such reviews as the Board of Directors may wish to recommend.

Section 2. First Vice President and Second Vice President

The duties of the First and Second Vice Presidents shall be to assist the President and undertake responsibilities as assigned by the President. Except as provided in Article III, Section 6, in the event of the absence or disability of the President, or when requested by him/her, the First Vice President or the Second Vice President, as the case may be, shall have the powers and duties of the President.

Section 3. Secretary

The Secretary shall work under the direction of the President in fulfilling the duties necessary for the efficient operations of the BRA. The Secretary shall record and develop minutes of all meetings of the Executive Committee, the Board of Directors, and the BRA, and provide for the appropriate distribution and posting of said minutes. He/she shall provide appropriate notices and agendas of these meetings, and handle correspondence and other duties as required by the President and these Bylaws.

Section 4. Associate Secretary

The Associate Secretary shall assist the Secretary and in the absence of the Secretary shall assume the duties described in Section 3 above.

Section 5. Treasurer

The Treasurer shall have or provide for custody of all BRA operating funds, maintain all banking and investment accounts, and maintain an inventory of all property of the BRA, subject to the approval of the Finance Committee and the Board of Directors. He/she shall collect and receive money owing to the BRA, shall disburse such funds according to approved procedures, shall keep proper books of account, and when required by the Board, and at the annual meeting of the BRA, shall render an accounting showing his/her transactions as Treasurer and the financial condition of the BRA. No BRA committee or group other than The Employee Appreciation Fund (EAF) shall have a separate bank account.

All disbursements shall be made by check and signed by the Treasurer or Associate Treasurer and countersigned by the President or one of the Vice Presidents. The Treasurer shall make such financial reports and file such tax returns as may be required by governmental and/or other agencies. The Treasurer

may engage an outside firm to handle tax filings and returns.

Section 6. Associate Treasurer

The Associate Treasurer shall work with the Treasurer in fulfilling the duties enumerated in Article V, Section 5.

Section 7. Activities Coordinator

The Activities Coordinator shall maintain communication with the various committee chairs with regard to BRA and Administration policies and procedures, to coordinate and facilitate the interactions among the various committees, and to assist the BRA Executive Committee.

Section 8. Cluster Coordinator

The Cluster Coordinator shall oversee the responsibilities of the Cluster Representatives. The Cluster Coordinator shall be responsible for bringing Cluster concerns to the Executive Committee and for informing Cluster Representatives in a timely fashion of agenda items that will be brought to the Board of Directors meetings. His/her job is also to enable the Cluster Representatives to be as fully informed as possible in advance of Board of Directors meetings. If needed, the Cluster Coordinator may appoint an assistant or assistants to help with his/her duties.

Section 9. Representatives to the Broadmead Board of Trustees

The BRA's Representatives to the Broadmead Board of Trustees shall attend meetings of the Trustees and participate in their discussions, shall advise the Trustees of any recommendations or concerns of the Board of Directors and the Executive Committee, and shall report back to the Executive Committee and the Board of Directors on the activities and decisions of the Trustees. The two Representatives shall be full members of the Executive Committee and shall represent and be solely responsible to the Executive Committee and the Board of Directors. If either Representative is unable to attend a Trustees meeting, the President shall appoint a substitute from the Executive Committee.

Special attention shall be given and provision made to enable the Representatives to the Board of Trustees to be as fully informed as possible about the views of residents and any recommendations or concerns of the standing committees.

Section 10. Complete job descriptions for all offices shall be maintained by the Executive Committee and shall be reviewed annually. Job descriptions shall be available in the BRA office.

ARTICLE VI. MISCELLANEOUS

Section 1. Compensation

No member of the Board of Directors and no officer shall be compensated for his or her service. At the discretion of the Board, officers, representatives, or other residents may be reimbursed for reasonable expenses incurred for any special work on behalf of the BRA.

Section 2. Resignation

Any director or officer may resign by giving written notice to the President or Secretary. Any such resignation shall take effect on the date of receipt of such notice or on any later date therein specified.

Section 3. Office

The office of the BRA shall be at Broadmead.

Section 4. Communication

Residents may communicate their concerns through Standing Committee chairs, Cluster Representatives, or through written communications to the President. They may be invited to address the Board or the Executive Committee directly, through prior arrangement with the President, or by invitation of the President during a meeting.

Section 5. Conduct of Meetings

All meetings of the BRA and of the Board of Directors shall proceed on an informal basis using “sense of the meeting” or consensus (not unanimity) to the extent possible except in matters of elections or Bylaw amendments, where a vote is required. If consensus cannot be attained within a reasonable time, a Board member may move, or the President may invite a motion, to proceed using the current edition of Robert’s Rules of Order Newly Revised. If passed by a two-thirds vote, Robert’s Rules will be the governing procedure. The President may appoint a parliamentarian.

For cases where the Directors conclude that a decision shall be made by individual residents voting in the clusters, cluster meetings shall be called and shall use the following procedures: The Executive Committee shall prepare and send to each Cluster Representative a specific motion or resolution. At each cluster meeting, the Cluster Representative shall make sure that all points of view on the subject are given adequate consideration. Each resident present at each cluster meeting shall vote on the specific motion or resolution. No amendments may be

made to the motion or resolution.

All residents of a cluster who are present in person may vote at a cluster meeting. No proxy or absentee voting shall be allowed. Abstentions shall have no effect on calculations. The individual pro and con votes shall be recorded in each cluster. At the time of the next Board of Directors meeting, each cluster's recorded votes shall be presented in writing, listing the number of pro and con individual responses. The President shall appoint two tellers, who shall count the pro and con votes, and announce the total votes of each. The count of the individual responses shall be binding on the Board of Directors.

Section 6. Disposition of BRA Funds

With the exception of the designated funds, the EAF and the Capital Expenditures Budget, or unless otherwise agreed, no money budgeted but not spent by the BRA's activity groups shall be carried over by an activity group to the next fiscal year.

The Finance Committee will recommend to the Executive Committee for approval the amount of funds that can be considered excess. In developing this recommendation, the Finance Committee will consider the operating fund balances needed for operations, future budgets and appropriate unrestricted reserve funds.

BRA members may make proposals for internal or charitable use of any excess funds to the Finance Committee prior to the Finance Committee making recommendations to the Executive Committee. Proposals for the use of excess funds, if any, shall be reviewed by the Finance Committee at the end of the fiscal year. The Finance Committee shall make its recommendations to the Executive Committee, which, after its own review, shall bring its recommendations to the Board of Directors for approval.

The Old and New Shop, Barn Sale and Offsite Sales shall provide reports monthly to the BRA Treasurer on their taxable income so the BRA Treasurer may remit required sales taxes to the state.

Section 7. Amendments

Any or all of the provisions of this instrument may be amended or repealed by members of the BRA, at any meeting convened after two weeks' notice given to the members with a copy of the proposed amendments as required by Article II, Section 2. Amendments shall be approved by the Board of Directors before being submitted to the BRA for approval or disapproval. A two-thirds vote, a quorum being present, is required for passage of amendments.

Section 8. Dissolution of the BRA

Upon dissolution of the BRA, the Board of Directors shall, after making

provision for the payment of all debts, transfer all of the BRA's assets to Broadmead, Inc. In the event Broadmead, Inc. is unable or unwilling to accept the transfer of assets, the Board shall, by a majority vote, dispose of the assets to another 501(c)(3) organization or organizations of the Internal Revenue Code of 1954, as amended. The Board shall give priority to organizations that have as their primary purpose providing assistance to the elderly or that agree to devote the assets to such purpose.

Assets not disposed of by the Board of Directors shall be disposed of by the Court having jurisdiction over the distribution of the BRA's assets in the same manner as if the assets were distributed by the Board of Directors.

(This revision of the Broadmead Resident Association Bylaws approved at the BRA Annual Meeting 6/07/21, replaces in their entirety the Bylaws approved by vote of the residents on 5/23/2016)

Committee:

Ann Heaton, Kathryn Shelton, Lolly Farrington, Vernon Wright, Jack Griffith, Chair.