

**BY-LAWS
OF
RICHLAND PLACE RESIDENTS COUNCIL
500 ELMINGTON AVENUE
NASHVILLE, TN 37205**

**ARTICLE I
NAME AND PURPOSE**

SECTION 1. The name of this organization shall be

Richland Place Residents Council

SECTION 2. Purposes: The purposes for which the Residents Council is formed are:

- 2.01 To promote and further the common interests of the residents of Richland Place, Inc. hereinafter sometimes called the "Community".
- 2.02 To assist the Board of Directors, Executive Director, and Staff of the Community in promoting a provident, healthful, enjoyable and useful community life for its residents.
- 2.03 To be a channel of communication between the residents and the Community Management.
- 2.04 To work with the Community Management to recommend rules and regulations for maintaining the quality of services, facilities and programs at the Community.

**ARTICLE II
MEMBERSHIP**

SECTION 1. The Residents Council shall consist of nine (9) members, representing and elected by the residents of their respective floors. Two (2) members shall be elected from each of the second through fifth floors and one (1) from the first floor of the Residence.

- 1.01 Qualifications: Members of the Council shall be current residents of the Community.
- 1.02 Term: Elected members shall serve two-year staggered terms. No member shall be elected for consecutive two-year terms. Ex-officio status shall not be computed in respect to this restriction.

SECTION 2. Ex officio Members: The immediate past president and the Executive Director of the Community shall be ex-officio members of the Council; however the immediate past president may serve ex-officio for only one year. Any standing committee chair who is not an elected member of the council has a seat with voice but no vote.

12/15/98

ARTICLE III

ELECTION OF COUNCIL MEMBERS

SECTION 1. Nominations

- 1.01 Nominating committees from each floor shall be composed of the incumbent council members representing that floor plus one (1) resident-at-large from such floor who shall be selected by the aforementioned Council members. Committees shall be established during the first week of October in each year.
- 1.02 A nominee who has consented to serve if elected shall be selected for the seat of each retiring council member. No council member who is completing a full two year term on the Council shall be eligible to be renominated for a consecutive two-year term.
- 1.03 The name of the nominee shall be distributed to the residents of the respective floors at least two (2) weeks prior to the election, together with the date, time and place of the election.

SECTION 2. Election

- 2.01 The election shall be conducted by the incumbent Council members for their respective floors on the second Monday of November in each year.
- 2.02 Nomination from the floor shall be in order, provided prior consent to serve has been obtained from such nominee.
- 2.03 Voting shall be by secret ballot and restricted to one vote per apartment. If a resident of an apartment cannot be present at the appointed time to vote, the absentee resident may write a note authorizing another resident to cast the absentee resident's vote. The note must be addressed to a specific resident, dated and signed.
- 2.04 25% of the eligible voters present in person or by proxy shall constitute a quorum.
- 2.05 Nominees receiving the largest number of votes of those present and voting shall be declared elected. In case of a tie a run-off between the two shall be held immediately.

SECTION 3. Rotation After establishment of a rotation pattern, one (1) representative shall be elected each year for floors two (2) through five (5). The first floor shall elect one (1) representative in even-numbered years. Each representative shall be elected for a two-year term.

SECTION 4. Vacancies - If a Council member dies, resigns or otherwise is unable to continue in office before the expiration of his/her term, the Council shall fill the vacancy with a resident of the floor represented.

ARTICLE IV

DUTIES OF COUNCIL MEMBERS

SECTION 1. Council members are expected to participate in all Council meetings, to keep their respective residents informed, to receive complaints and suggestion of the residents, and to bring these to the attention of the Council.

SECTION 2. Absence From Meetings. Any member of the Council who shall have been absent from three(3) consecutive meetings without acceptable explanation shall cease to be a member of the Council.

ARTICLE V

OFFICERS OF THE COUNCIL

SECTION 1. The officers of the Council shall be a President, a Vice President, a Secretary and a Treasurer.

SECTION 2. Election of Officers - The officers shall be elected by members of the Council.

- 2.01 The election shall be held at an organizational meeting of the Council in December of each year. Elected officers shall assume office at the first meeting in January.
- 2.02 The term of office shall be for one (1) year and officers may succeed themselves.
- 2.03 Vacancies occurring in any office, except that of President, shall be filled by vote of the remaining Council members to complete the term of office. A vacancy in the office of President shall be filled by the Vice President for the unexpired term.

ARTICLE VI

DUTIES OF OFFICERS

SECTION 1. President The President shall:

- 1.01 Preside at all meetings of the Council and at the Annual Meeting and any special meeting of the residents.
- 1.02 Maintain liaison with the Executive Director of the Community regarding matters of common concern.
- 1.03 Appoint committee chairs and define purpose and scope of committee responsibilities. Serve ex-officio on all committees of the Council.
- 1.04 Perform such other duties as necessarily flow from this office.

SECTION 2. Vice President - In the absence or disability of the President, or when so requested by the President, the Vice President shall exercise the powers and duties of The President. The Vice-President shall review the By-Laws by June 30th each year with respect to the need of any amendments thereto.

SECTION 3. Secretary - The Secretary shall:

- 3.01 Record the minutes of each meeting and maintain a record of all correspondence. If necessary, the Council may call upon a member of the Executive Director's staff to record the minutes.
- 3.02 Notify members of time and place of Council meetings.
- 3.03 Maintain a list of standing committees with names of their chairs and co-chairs.
- 3.04 In concert with the President prepare news of Council actions/concerns for the monthly newsletter of the Community, and such other communications as the President may deem advisable.

SECTION 4 Treasurer - The Treasurer shall:

- 4.01 Have custody of all funds of the Council.
- 4.02 Make disbursements from those funds as approved by the Council.
- 4.03 Be responsible for seeing that checks drawn on the account be signed by two (2) officers of the Council, one of whom shall be the Treasurer unless he/she is not available at that time.

- 4.04 Keep proper records of account and make regular reports to the Council of activity and financial status.
- 4.05 Administer the Holiday Fund (Article X, Section 1).

ARTICLE VII

COUNCIL MEETINGS

SECTION 1. Regular Meetings

- 1.01 Regular meetings of the Council shall be held monthly at a time set by the President.
- 1.02 The frequency/date of the meetings may be amended by majority vote of the Council, provided meetings are held at least quarterly.

SECTION 2. Special Meetings

- 2.01 Special meetings may be called by the President upon notifying Council members at least 24 hours in advance.
- 2.02 Upon written request of five (5) Council members the President shall call a special meeting, stating the purpose of such meeting.

SECTION 3. The presence of a majority of the Council members at regular/special meetings shall constitute a quorum for transaction of any business.

SECTION 4. Residents may attend Council meetings, provided "request to attend" is given at least 24 hours in advance. Such residents may not speak unless recognized by the chair.

ARTICLE VIII

COUNCIL MEETINGS WITH RESIDENTS

SECTION 1. Annual Meeting

- 1.01 A meeting for all residents shall be held in March of each year, at a time and place to be set by the President. At that time, an Annual Report shall be presented by the President, who shall also introduce the newly constituted Council for the succeeding year. Such other matters as determined by the President may be presented. Questions posed by resident may be answered or taken under advisement for future consideration by the Council.

- 1.02 Notice of the Annual Meeting, specifying time and place, shall be given at least two (2) weeks in advance.

SECTION 2. Special Meetings

- 2.01 Upon written request of the residents of not less than 15% of the occupied apartments in the Community, a special meeting shall be called by the President for such purpose or purposes as shall have been stated in the request and at such time and place as readily convenient.
- 2.02 Other special meetings may be called by the President at his/her discretion as circumstances dictate and with approval by the Council. Notice of such meetings shall be given at least a week in advance, if possible, stating the time, place and purpose of the meeting.

ARTICLE IX

COMMITTEES

SECTION 1. Standing and special committees may be created in accordance with the provisions of ARTICLE VI, Section 1.03 of these By-Laws.

SECTION 2. Term

- 2.01 Standing committees shall serve until the end of the calendar year.
- 2.02 Special committees, having completed their assignments and final reports, will be dissolved.

SECTION 3. Composition

- 3.01 The chairs of all standing and special committees shall be appointed by the President. Such appointees shall have voice but no vote.
- 3.02 The President shall serve ex-officio on all Council committees.
- 3.03 Other members of the committees shall be selected by the respective chairs.
- 3.04 Standing committees should consist of at least the following : Food, Gifts & Memorials, House, Library committees.

ARTICLE X

FINANCE

SECTION 1. Holiday Fund - Pursuant to Item 7, Miscellaneous Services, of the Residents Handbook, the Residents Council will administer an employee Holiday Fund.

- 1.01 Voluntary contributions for this fund shall be collected in November for distribution in early December of each year among all employees, except the Executive Director, of both the Residence and the Health Center at Richland Place.
- 1.02 To be eligible to share in the Fund, an employee must be employed at the time of the mid-November pay period and have worked a minimum of 250 hours during the previous (12) months.
- 1.03 Distribution of the Fund shall be based proportionately on the hours of service of each eligible employee during the twelve (12) months prior to the mid-November pay period.

SECTION 2. Voluntary contributions for other purposes may be collected only under unusual circumstances and after a two-thirds affirmative vote of the Council.

SECTION 3. Custody and administration of all funds received by the Council shall be the responsibility of the Treasurer.

SECTION 4. The fiscal year of the Council shall be the calendar year.

ARTICLE XI

AMENDMENTS

SECTION 1. The Vice President shall review the By-Laws by June 30th each year and shall propose any amendment(s) considered necessary or desirable at the August meeting of the Council.

SECTION 2. Any Council member may submit in writing a proposed amendment of the By-Laws at any regular meeting of the Council.

SECTION 3. Proposed amendments shall be acted upon at the following regular meeting of the Council. A two-thirds affirmative vote of the Council shall be required for adoption of such amendment(s).

ARTICLE XII

PARLIAMENTARY PROCEDURES

SECTION 1. Where applicable and not inconsistent with these By-Laws, Robert's Rules of Order shall govern the conduct of business at the meetings.

SECTION 2. The Secretary shall have the authority to act as or to appoint a parliamentarian to serve at meetings.

END

Adopted November 5, 1993.

Two (2) amendments added in 1994:

- (1) Article III Section 2, Paragraph 2.03
- (2) Article IX, Section 3, added Paragraph 3.04 on 12/08/94.

Two (2) amendments revised on 5/8/95:

- (1) Article III, Section 1, Paragraphs 1.02 & 1.03
- (2) Article III, Section 2, Paragraph 2.01

Revisions made in 1996:

- (1) Article IX, Section 3, Paragraph 3.04 revised on 2/12/96.
- (2) Article III, Section 2, Paragraph 2.04. Addition of "or by proxy" on 3/11/96.
- (3) Article VI, Section 4, second Paragraph 4.03 deleted on 3/11/96.

Revisions made in 1997:

- (1) Article VIII, Section 1, Paragraph 1.01
- (2) Article IX, Section 3, Paragraph 3.01
- (3) Article II, Section 2 revised on 3/10/97

Distribution 12/15/98

No revisions