

**WOODLAND POND AT NEW PALTZ
RESIDENTS' ASSOCIATION AND COUNCIL
BYLAWS**

PREAMBLE

We, the Residents of Woodland Pond at New Paltz, New York, in order to form a community enriched by the variety of our backgrounds; believing in the dignity, independence and worth of each individual; relying on the principle of mutual support, while honoring personal privacy and diversity; hoping to participate actively in the foundation of policies that affect us; working together in a spirit of mutual understanding and respect for all parts of the Woodland Pond continuing care retirement community; in accordance with New York State Public Health Law Article 46, Section 4612; do consent to the establishment of the Woodland Pond Residents' Association under the following Bylaws:

ARTICLE I. THE ASSOCIATION

1.1 NAME

The name of this association is The Woodland Pond at New Paltz Residents' Association ("the Association").

1.2 LOCATION

The Association's principal place of business, and storage of its records, shall be at 100 Woodland Pond Circle, New Paltz, New York 12561

1.3 MEMBERSHIP

In accordance with provisions of the laws of the State of New York, all persons residing at Woodland Pond under a Residence and Care Agreement ("the Residency Agreement") are members of the Association.

1.4 PURPOSES

The purposes of the association shall be:

- to promote the social, cultural, emotional, spiritual, physical, and recreational well-being of the entire Woodland Pond community ("the Community")
- to promote cooperation between the residents and the Woodland Pond at New Paltz Board of Directors, the President and CEO, and the staff
- to ensure that residents' ideas, suggestions and concerns are brought to the attention of management and the board

- to advise and counsel management in all matters concerning the operations and financial health of the community and to ensure that residents are kept informed of these matters.

1.5 FISCAL YEAR

The Association's Fiscal Year shall begin on the first day of January and end on the 31st day of December of each year.

ARTICLE II. ASSOCIATION MEETINGS

2.1 ANNUAL MEETING

The Annual Meeting of the Association ("Annual Meeting") shall be held each year at Woodland Pond during the month of October, the specific date and time to be determined by the Residents' Council (see Article III). At each Annual Meeting, management shall be invited to report on the current financial condition of Woodland Pond, the present physical condition of all Woodland Pond facilities and the surrounding property, as well as the quality of social and health services currently provided. The President and CEO shall also include in any such report changes in fees, charges, policies, programs or services then pending, or under consideration, that have not been previously reported to Residents.

2.2 ANNUAL REPORT

At each Annual Meeting, the Residents' Council shall present the Association's Annual Report, and conduct such other business as may come before the meeting. The Annual Report shall advise the members regarding the Association's affairs, and shall include, but not be limited to, election results for Council membership and informational reports from all committees of the Council. Copies of the Annual Report shall be submitted to the President and CEO and the Board, and shall be placed in the Woodland Pond Library for Residents' information.

2.3 ASSOCIATION MEETINGS

In addition to the annual meeting, the Association will meet at least 3 times throughout the year. The President and CEO and members of the management staff may be invited to attend these meetings to report on the current financial condition of Woodland Pond, and report any changes in fees, charges, policies, programs or services then pending, or under consideration.

2.4 SPECIAL MEETINGS

Special Meetings of the Association may be called for any reason by the President of the Council, by a majority of the Council members or by written request of no fewer than 10 members of the Association. Such meetings shall be held within 10 calendar days of a request. The only business to be conducted at a Special Meeting shall be that which is stated in the meeting notice. The President and CEO may be invited to any Special Meeting if deemed appropriate by the Council.

2.5 NOTICE OF MEETINGS

Notices of all Association meetings shall state the purpose, place, date, and time of each meeting, and shall be posted on community bulletin boards at least three (3) calendar days prior to the meeting.

2.6 QUORUMS, ABSENTEE BALLOTS AND VOTING

Voting results are valid only if a quorum of 25% of all members of the Association participates, either in person or by absentee ballot. A simple majority decides all questions except when amending the Bylaws (see ARTICLE VI) Council positions will be filled by those candidates receiving the most votes. Each member of the Association is allowed one vote and may vote in person or by absentee ballot.

2.7 MEETING PROCEDURES

The Council President shall preside at meetings of the Association. In the President's absence, or if so designated by the President, the Vice-President shall preside at such meetings. The Recording Secretary of the Council shall take minutes of all meetings. In matters concerning proper procedure at meetings, the current edition of *Robert's Rules of Order* will serve as a guide.

ARTICLE III. THE RESIDENTS' COUNCIL

3.1 NAME

The name of this council shall be Woodland Pond Residents' Council ("the Council")

3.2 AUTHORITY AND DUTIES

The Council shall conduct, manage and direct the operation and affairs of the Residents' Association and carry out such directions and guidance as the Association may authorize. The Council shall oversee, guide and consult with the Committees of the Association to ensure that they serve the entire community; maintain a record of all Council proceedings, including findings, conclusions and recommendations; and institute such policies as may seem necessary to implement the Purposes of the Association as specified in Article 1.4. The Council shall act as liaison between the Residents' Association and the Woodland Pond Administration and Board of Directors.

The Council shall recommend candidates to the Board for available resident seats on the Board.

In order to ensure that the Council will advise and counsel the President and CEO and the Board of Woodland Pond at New Paltz, consultation between the Council and management is essential. This consultation process will include prompt communication by management of any new or potential changes to policies. The Council will respond in an expeditious manner to ensure appropriate advice and recommendations.

The Council shall act for the Association between meetings of the Association, with the authority to deal with any matters other than a change in the Bylaws, which must come before the Association for approval and adoption.

3.3 COUNCIL MEMBERSHIP

The Council shall be composed of nine (9) members. The Council officers shall be the President, the Vice-President, the Recording Secretary, the Corresponding Secretary and the Woodland Pond Board Liaison(s). The balance of the Council membership shall be designated "Members-At-Large. No more than one resident of any apartment or cottage home may serve on the Council at the same time. A resident planning to be absent from the community for more than 45 non-holiday weekdays per calendar year shall not be eligible for election to the Council.

3.4 ANNUAL ELECTIONS

Members of the Council shall be elected each year prior to the Annual Meeting and shall serve for two-year terms. Four members will be elected in even-numbered years and five members in odd-numbered years, with each electee's term to begin on the first day of January following the Annual Election. Election results shall be posted on the bulletin board(s) of the community within 24 hours of the election and after all candidates have been notified of the results.

3.5 TERM LIMITATION

Members of the Council may serve no more than two consecutive terms. A resident shall be eligible to serve as a member again after a hiatus from the Council of one year.

3.6 COUNCIL VACANCIES

Vacancies occurring after the Annual Election shall be filled by vote of the Council. The appointed member will serve the balance of the unexpired term and shall then be eligible to stand for election to two full terms.

...the Board of Directors shall have the authority to ...

...the Board of Directors shall have the authority to ...

...the Board of Directors shall have the authority to ...

...the Board of Directors shall have the authority to ...

...the Board of Directors shall have the authority to ...

3.7 COUNCIL MEMBER REMOVAL

A member of the Council may be removed from office by a vote of 2/3rds of the members of the Council if absent from three (3) consecutive meetings without an acceptable written explanation, or for cause.

3.8 COUNCIL MEETINGS

Council Meetings will be held as deemed necessary by the Council itself to perform its duties as outlined in Article 3.2. Notices of upcoming Council meetings and agenda for each meeting stating the date, time and place of each meeting shall be posted in the post office at least one day prior to the meeting. The minutes shall be filed in the Woodland Pond Library and available to all residents.

Residents are encouraged to submit to the Council, in writing, any serious concerns pertaining to the quality of life in the community. All written resident concerns shall be acknowledged in writing by the Council.

3.9 MEETING PROCEDURES

The President or, if designated by the President, the Vice-President shall preside at all Council meetings. The Recording Secretary shall take minutes of all meetings, including executive sessions. Minutes of executive sessions shall be placed in a sealed envelope attached to the regular minutes. The sealed envelopes shall be held for a period of two years at the end of which they shall be shredded. In matters concerning proper procedures at meetings, the current edition of *Robert's Rules of Order* will serve as a guide. Members of the Association may attend all meetings except for executive sessions. Prior Council approval is required for non-residents to attend.

Upon a majority vote of Council members, taken in an open meeting pursuant to a motion identifying the general areas of the subject or subjects to be considered, the Council may conduct an executive session for matters requiring confidentiality.

3.10 QUORUM

A quorum shall consist of 5 (five) members of the Council present. All questions shall be decided by a simple majority of the votes cast on the question.

3.11 COMPENSATION

No member of the Council shall receive, directly or indirectly, any salary or compensation from the Association or the management of Woodland Pond at New Paltz.

ARTICLE IV. OFFICERS AND COUNCIL MEMBERS

4.1 ELECTIONS OF OFFICERS

Immediately following the final Council meeting of the year, a meeting of at least 7 members of the newly constituted Council shall convene to elect officers for the following year. The out-going Council President shall officiate in said elections.

4.2 OFFICER TERMS AND VACANCIES

Officers are elected for one-year terms and may not serve in the same office for more than two years consecutively. Should any office other than that of President become vacant for any reason, the Council shall appoint one of its members to serve, as needed.

4.3 PRESIDENT

The President shall preside at all meetings of the Council, and the Association, and shall oversee the general management of the Association. The President may serve ex-officio, as a non-voting member, on any Committee except the Nominating Committee.

4.4 VICE PRESIDENT

During the absence or disability of the President, or if so designated by him or her, the Vice President shall have all the duties and powers of the President, and shall perform such other duties as may be assigned by the President.

4.5 RECORDING SECRETARY

The Recording Secretary shall keep and report accurate minutes of all Association and Council meetings and place copies of the minutes of Association and Council meetings in the Woodland Pond Library for Residents' information and perform such other duties as may be assigned by the Council or the President.

4.6 CORRESPONDING SECRETARY

The Corresponding Secretary shall print and post agendas prior to all meetings of the Association and the Council and be responsible for all correspondence initiated by the Council, including but not limited to, Council responses to Residents' written concerns and perform such other duties as may be assigned by the Council. Where appropriate, email may be used.

4.7 WOODLAND POND BOARD LIAISON(S)

The Liaison(s) will attend Woodland Pond Board meeting, report on Residents' Council activities and concerns as directed by the Council, and report back to the Council to the extent permitted.

ARTICLE V. COMMITTEES AND INTEREST GROUPS

To discharge the duties and responsibilities outlined in Article 3.2 and to ensure that all Committees serve the entire community to the extent possible, the Council requires of each Committee a statement of purpose to be approved by the Council.

The Council may appoint or approve all Committee members and chairs. The statement of purpose, number of members and terms of membership of Committees, if applicable, will be approved by the Council.

The Committees of the Association are composed of Council Committees, Ad Hoc Committees, Combined Committees, and Other Committees. A Council member may be assigned to a Committee or Interest Group as an ex-officio member with no voting rights.

When required by the Council, Committees are to maintain records of meetings, decisions and recommendations. When appropriate or requested, this information will be reported to the Council and filed in the appropriate binder in the Library.

5.1 COUNCIL COMMITTEES

Council Committees are created by the Council based upon its ongoing needs and objectives. These committees serve as an extension of the Council. Members shall be appointed by the Council and their purposes and terms of membership shall be determined by the Council. Minutes and reports of their meetings shall be submitted to the Council and included within Council minutes as deemed appropriate.

The current Council Committees are:

Financial Review- make budget recommendations to the Council, and alert the Council to any financial matters requiring its attention.

Nominating- prepare a slate of candidates from which new Council members may be elected and manage time tables, ballots and other details to facilitate the election.

Woodland Pond Benefit Fund – organize fund raising activities and oversee requests for funds and funds received. The Committee shall consist of 3-5 resident members and 2 non-voting management advisors. Funds shall be kept in a dedicated account with the Community Foundations of the Hudson Valley, a 501 (c) 3 charitable benefit fund. All recommended expenditures require final approval by the Council and Management.

Dining Services -- represent the residents in Independent Living and convey to management the residents' wishes and needs regarding menu options, food quality, and adequacy of service.

Physical Plant – represent to management the concerns of residents regarding the operation and maintenance of the buildings and grounds of Woodland Pond, including issues of long-term planning, and consider ideas brought to it by management.

Health Center – hear the concerns of the residents and their visitors from each of the three units of the Health Center, work with management to address any concerns, and report regularly to the Residents' Council

5.2 AD HOC COMMITTEES

Ad Hoc Committees shall be created by the Council as needed, and shall limit their activities to the accomplishment of the tasks for which they are appointed by the Council. Upon completion of the task, the Ad Hoc Committee is disbanded.

5.3 COMBINED COMMITTEES

Combined Committees shall be created jointly by the Council and Management. Membership will be a combination of residents, including one Council member, and Management. Committee members will schedule meetings as needed, provide reports to the Council as requested, and provide an annual report to the Council.

5.4 OTHER COMMITTEES

Committees may be created by the Council to coordinate certain services and activities of the Association. Committee members will schedule meetings as needed, provide reports to the Council as requested, and provide an annual report to the Council.

5.5 INTEREST GROUPS

Interest Groups may also be formed by Residents wishing to formalize activities in which they are engaged. This should be done in full recognition of the purposes of the Association as stated in Article 1.4. Meeting minutes and reports are not required unless financial aid is required. Any requests for staff assistance and/or financial support may be reviewed by the Council. Interest Group activities must be available to as many Residents wishing to participate as possible.

ARTICLE VI. AMENDMENTS

Amendments to these Bylaws may be proposed by a majority of the Council or by a petition of thirty (30) members of the Association. Any proposal to amend or change the Bylaws shall be posted on the bulletin board(s) and announced to the members of the Association. The President of the Council shall then call a Special meeting of the Residents' Association to consider/discuss the proposed amendment(s). Voting on the

proposed amendment(s) shall take place within seven (7) days after the Special Meeting. Adoption of any proposed Bylaw change shall require an affirmative vote of two thirds of the votes cast, provided that a quorum of 25% of all members of the Association vote.

These Bylaws were originally adopted on: January 19, 2010

Revised: June 22, 2011

Revised: August 8, 2012

Revised: June 24, 2014

Revised: January 20, 2017

Revised: September 11, 2020