

By-Laws for the Association of University Place Residents
(As revised effective December 6, 2007)

Article I. Name and Membership

Section 1. Name. The organization of Residents of University Place (UP) in West Lafayette, Indiana, shall be known as the Association of University Place Residents (Association).

Section 2. Membership. Each Resident of University Place shall be a member of the Association. A **Resident** is any person with a contract to live at University Place.

Article II. Role and Purpose of the Association

Section 1. Role of the Association. The role of the **Association** is to provide a mechanism and forum for the residents a) to communicate with each other and **Management** and b) to plan and implement programs and activities and to advise on general operations and management of University Place. **Management** is defined as the Owners/Managers of University Place, in its corporate identity Franciscan Communities, and their designated deputies.

Article III. Meetings of the Association

Section 1. Annual Meeting. There shall be an Annual Meeting of the Association held in April, May or June each year on a date to be determined by the University Place Residents' Council. At least three weeks prior to the Annual Meeting a written notice shall be sent to all Residents by the President of the Council setting forth the date, time, agenda, and location of the Meeting. The notice shall also state the names of the persons to be nominated by the Nominating Committee for election as officers and members of the Residents' Council of the Association (Council). Residents who intend to nominate a person or persons from the floor at the meeting shall so advise the President of the Council in writing at least one week before the meeting, listing the names of the persons to be so nominated.

Section 2. Purpose of the Annual Association Meeting. The agenda for the Annual Association Meeting shall include a) a report by officers of the Association of the previous year's activities and accomplishments, b) election of officers and other members to serve on the Residents' Council as hereafter provided and c) transaction of such other business as may properly come before the Association.

Section 3. Special Meetings of Association Members. Such meetings of the Association may be called by the Council upon at least seven (7) days written notice to all Residents stating the date, time, location and purpose(s) of the meeting.

Section 4. Actions by the Association. Actions taken by the Association shall be determined by a majority vote of those residents in attendance at a meeting at which a quorum is present. A quorum shall consist of at least 20% of the residents eligible to vote.

Article IV. The University Place Residents' Council

Section 1. Purpose of the Residents' Council. The Residents' Council shall serve as an executive body representing the Association in activities and matters which relate to the welfare of University Place Residents. Its purpose is to establish a framework that encourages participation of Residents in structuring the lifestyle and opportunities for growth at University Place. However, it is to have no responsibility for management or control over Residents' daily lives. Through this mechanism Residents may present their wishes and views on issues of common interest. The Council may also present to the Residents the viewpoint of Management on general operational issues and management.

Section 2. Membership of the Council

2.1 The council shall consist of ten members: five elected officers (President, President-Elect, Vice President, Secretary and Treasurer); one elected representative from each of four Independent Living UP constituencies, namely, one representative from the Residents of garden homes and one representative from each of the three floors of the independent living apartments; and a representative from the Assisted Living area.

2.2 Eligibility of Council Members.

Any resident of University Place may serve on the Council; provided however, no resident may be elected, or appointed, to the Council if he/she has served five consecutive years on the Council unless said resident has been off the Council for at least the two previous years.

2.3 Terms of office and Election/Selection of Council Members.

Election to membership of the Council is held each year in conjunction with the Annual Meeting of the Association. Terms of office, which begin July 1 after the election, are as follows:

President: Serves a one-year term.

President-Elect: Serves a one-year term. The President-Elect is automatically nominated to serve as President the following year.

Vice-President: Serves a one-year term. The Vice-President is automatically nominated to serve as President-Elect the following year.

Secretary and Treasurer: Serve two-year terms. Terms stagger: Secretary is elected in odd years, Treasurer is elected in even years.

Independent Living Constituency Representatives: Serve two-year terms. Terms stagger with two representatives being elected each year.

The Assisted Living Representative is selected by the assisted living residents' council. The term of office of the Assisted Living Representative is determined by the assisted living residents' council.

When any elected member of the Council for any reason resigns or in the judgment of at least six other members of the Council can no longer fulfill his/her Council responsibilities, the Council, at its next regular meeting, shall elect by a majority vote of those in attendance a replacement to serve for the remainder of the unexpired term of such Council member.

Section 3. Duties of the Officers.

3.1 The duties of the President are a) to plan the agendas and preside over meetings of the Council and the Annual Meeting of the Association of University Place Residents; b) to act as the primary liaison with the University Place management team, and c) to encourage and promote long range planning.

3.2 The duties of the President-Elect are a) to assist the President in carrying out his/her responsibilities, b) to serve as presiding officer during such times when the President is unavailable; and c) to serve as Council liaison to the standing committees as provided in Article IV, Sec. 6 and to other committees, standing and ad hoc, which the Council may authorize. Other duties may be assigned by the President.

3.3 The duties of the Vice President are a) to assist the President and President-Elect in the performance of their duties, b) to maintain the archives of the Association, and c) to participate in outreach, public relations and program planning for the Association. Other duties may be assigned by the President.

3.4 The duties of the Secretary are a) to keep minutes of each Council Meeting and all Association meetings and to provide each Resident with a summary of those minutes; b) to carry on the written correspondence Council business requires, including acknowledgement of residents' concerns as received; and c) to maintain files recording these actions. When the Secretary is temporarily unable to serve, the President shall designate another Council member to

serve as Secretary pro tem.

3.5 The duties of the Treasurer are a) to receive such funds as may be entrusted to the Council, depositing them in a demand deposit in an insured financial institution; b) to disburse these funds as the Council may direct (checks for \$500 or more to be paid from Council funds will bear the signature of the Treasurer and one other Officer of the Council); c) to pay all bills when due; d) to provide, at least quarterly, a financial report to the Council showing receipts and expenditures since the most recent report, and current balance; and e) to keep records of these transactions in sufficient detail to support an independent financial review at the close of his/her term of office. An independent financial review will be made by Association members designated by the President. When the Treasurer is temporarily unable to serve, the President shall designate another Council member to serve as Treasurer pro tem.

Section 4. Meetings of the Council. The Council shall meet on a predetermined date each month. With at least seven (7) days written notice to Council members special meetings may be called a) by the President or b) by agreement among any five members/officers of the Council. Any member of the Association is welcome to attend any Council meeting as a non-voting observer. The Council may invite visitors to Council meetings for reports and/or counsel.

4.1 A quorum at a Council meeting shall be a majority of members of the Council.

4.2 Any member(s) of Management may be invited to attend meetings as a non-voting participant.

4.3 Each Council meeting will consider all communications received since the last regular meeting, formulate recommendations to be made thereon to Management, Committees or Residents, and decide who should receive these recommendations for implementation. The Council will also initiate activities consistent with its purpose (Article IV, Sec. 1).

4.4 Each of the five constituencies shall be encouraged by its representative Council member to convene and review Council actions and to make recommendations for future action.

Section 5. Communications Channels. Council members will be encouraged to bring to meetings concern(s) which a Resident(s) may impart, written communication being preferred. The Council encourages an open door policy and will work with Management to make University Place a congenial and desirable place to live.

Section 6. Committees. The Council shall establish and may discontinue such Standing and other committees of the Council, as it deems necessary. Each Standing committee shall consist of a minimum of three Resident members. The President, after consultation with the Council, shall appoint the members of each committee, fill any vacancies in membership, and designate a Resident committee member as chairperson for each committee. Generally committee members and chairpersons will serve a term of three years, which term may be extended for an additional

three years. Non-residents may be appointed to committees, but at least two-thirds of the committee members must be Residents. The Council shall distribute the names of committee members and the responsibility of each committee to the Residents within one month after the annual meeting of the Association, and at other times as appropriate.

Article V. Amendments/Changes to the By-Laws

Section 1. Procedures for Changing the By-Laws. Proposed changes in the By-Laws must first be recommended by the affirmative vote of 2/3rds of the entire Council. A written proposal for any change(s) in the By-Laws shall be distributed to Council members no less than 14 days prior to the meeting for consideration of the proposed change(s). Council members not attending the meeting may vote by written proxy. If proposed changes of the By-Laws are recommended by the Council, the President shall notify all Residents in writing within 14 days after the Council has approved the change(s).

Section 2. Voting Requirements for By-Laws Changes. Amendments or changes to the By-Laws of the Association require approval by a 2/3 majority vote of all Residents in attendance at any Meeting of the Association at which a quorum is present, provided the notice of such meeting sets forth the proposed change(s) in the By-Laws.

End of By-Laws