

THE COMMONS MEMBER COUNCIL BYLAWS

PURPOSE: Member Council is formed for the purpose of engaging Members in the conception, development and on-going implementation of events, recreation, giving and volunteer opportunities that will enrich and support the lives of Members of The Commons.

1. The members of the Member Council consist of all tenants, "Member(s)" in The Commons. Tenant is defined as any party executing a Lease with The Commons.
2. At the initial meeting there shall be elected by ballot the Members Officers, "Officer(s)", as provided in 15 below.
3. The Members may transact such other business as may properly come before them at the meeting of the Members.
4. The monthly meeting of the Members shall be held in the Club Room as scheduled by the Officers, and will be added to the Commons Happenings calendar by Member Services as notified by the Officers.
5. The Officers shall schedule a preparatory meeting with the Member Services Director to plan for the upcoming Members meeting at least one week prior to the Members meeting. If the Officers want the Member Services Director to attend that Members meeting, they shall request her presence for the Members meeting during the preparatory meeting.
6. The order of business at all meetings of the Officers and Membership shall be as follows:
 - a. Approval of minutes of preceding meeting.
 - b. Reports of Chairperson.
 - c. Reports of Committee Chairperson(s).
 - d. Old business.
 - e. New business.
7. The latest edition of Robert's Rules of Order shall govern parliamentary procedure at all meetings of Members.
8. The Officers shall consist of three (3) individuals who shall be elected by the Members in the following manner:
 - a. For a three (3) year term. The initial term of the Chair person shall be three (3) years, the Vice-Chairperson two (2) years and the Secretary one (1) year.
 - b. Officers are limited to two (2) consecutive terms in any officer position.
 - c. The number of Officers may be changed from time to time by the Members, provided, however, that a decrease in the number of Officers shall not shorten an incumbent officer's term.
 - d. Despite the expiration of an Officer's term, the Officer shall continue to serve until a successor is elected and qualified or until there is a decrease in the number of Officers.
 - e. An Officer may resign at any time by delivering written notice to the other Officers.
 - f. Any Officer who terminates his or her Lease Agreement with The Commons shall immediately resign his Officer position.
 - g. A vacancy created by a resignation that will occur at a specific later date may be filled by a vote of Members before the vacancy occurs but the new Officer may not take office until the vacancy occurs.
 - h. If a vacancy occurs in any Officer's position, for any reason, it shall be filled in the following manner:
 - i. When vacancy occurs for an Officer, the remaining Officers will appoint the person having had the next highest number of votes at the previous election of Officers, provided that person is available. If that person is not available, the vacancy will be filled by nominations and election from the floor.
 - ii. Each person so elected, appointed, to fill a vacancy shall serve out the unexpired portion of the term of the Officer whose vacancy he or she fills. This person shall be eligible for election to his or her own term, and as provided in 8.b. above shall be entitled to fill two (2) consecutive terms.
9. No Member shall be eligible to vote on any business matter to be conducted by ballot, or for election to an Officers position that is shown on the books of The Commons management accounts to be more than thirty (30) days delinquent in payments due.
10. Any elected Officer, at the completion of his or her term, or until his or her successor is elected and qualified, shall not succeed himself or herself as an Officers for a period of at least twelve (12) months.
11. No Member shall be eligible to be elected to an Officers position until such Member has been a Member for at least a period of one (1) year, except for the initial Officers elected.
12. It shall be the duty of the Officers:

- a. To cause to be kept a complete record of all its acts.
- b. To take all actions necessary or advisable, in its opinion, to facilitate the sound administration of the Member Council.

13. Removal of Officers:

- a. At any annual or special meeting of Members duly called, any Officer may be removed with or without cause by the affirmative vote of the majority of the votes entitled to be cast at such meeting and a successor shall then and there be elected by the Members to fill the vacancy thus created. Any Officer, whose removal has been proposed by the Members, shall be given an opportunity to be heard at the meeting of Members. An Officer shall be removed by the Members only when the meeting of Members notice states that the purpose, or one (1) of the purposes, of the meeting of Members is removal of an Officer.
- b. The position of any Officer who shall be absent from four (4) or more regular meetings of the Members within any calendar year shall, upon the vote of a majority of the other Officers, be deemed vacant, whereupon such vacancy shall be filled in the manner provided in Section 8.h.

14. Meetings of Officers:

- a. Regular Meetings of the Officers: The regular meeting of the Officers shall be held on the last Tuesday of the months of November, February, May and August at 10:00am, or at times and dates to be established by a majority of the Officers from time to time. No fewer than three (3) meetings, at least sixty (60) days apart, shall be held during any calendar year. Such meetings shall be held with or without notice as the Officers shall, from time to time, determine.
- b. Special Meetings of the Officers: The Officers may hold special meetings, and such meetings may be called by the Chairperson on five (5) days notice to each Officer, given personally or by telephone, which notice shall state the time, place and purpose of the meeting.
- c. Notice of Meetings: All regular Officer meetings may be held without notice. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.
- d. Waiver of Notice: An Officer may waive any notice required by these rules, before or after the date and time stated in the notice. The waiver must be in writing, signed by the Officer entitled to the notice and filed with the minutes or corporate records. In addition, a Officer's attendance at or participation in a meeting waives any required notice to him of the meeting unless the Officer at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- e. Quorum and Voting: A quorum of the Officers shall consist of a majority of the Officers in office. If a quorum is present when a vote is taken, the affirmative vote of a majority of Officers present shall be the act of the Officers.

15. Provisions Relating to Officers:

- a. Officers: The Member Council shall have a Chairperson, a Vice-Chairperson, and a Secretary, all of whom shall be elected by the Members. The Officers shall be elected annually at the annual meeting of the Members and shall hold office at the pleasure of the Members. The same individual may not simultaneously hold more than one (1) office.
- b. Duties of Chairperson: The Chairperson shall be the executive Officer. He or she shall preside at all meetings of the Officers and call to order all meetings of the Members. He or she shall have all of the general powers and duties which are usually vested in the office, including but not limited to the power to appoint committees, from among the membership from time to time as he or she may, in his or her discretion, decide is appropriate to assist in the conduct of the affairs of the Member Council.
- c. Duties of Vice-Chairperson: The Vice-Chairperson shall, in any absence or incapacity of the Chairperson, perform the duties of that office. If neither the Chairperson nor the Vice-Chairperson is able to act, the Secretary shall do so on an interim basis. The Vice-Chairperson shall also perform such other duties as shall from time to time be imposed upon him or her by the Chairperson.
- d. Duties of the Secretary: The Secretary shall keep the minutes of the meeting of the Officers and also the minutes of the meetings of Members; he/she shall have charge of the minute book, and such other records of the

Member Council; he/she shall attend to such correspondence as may be assigned to him and perform all duties incidental to his office.

16. Amendment of these Rules: Written notice of any special or annual meeting at which any proposed amendments to these rules shall be considered, shall set forth the text of the proposed rules amendment and shall be delivered, at least thirty (30) days prior to such meeting. Such amendment shall be adopted at such regular or special meeting at which a quorum is registered as being present or represented by mailed or written proxy ballot with respect to such proposed rules amendment, if the same is approved by two-thirds of the votes cast. The Officers may not amend or repeal these rules.
17. Compensation of Officers: No compensation shall be paid to Officers for their services as Officers.
18. Committees of the Member Council:
 - a. The Officers may create one (1) or more committees from among the Membership for the purpose of dispensing certain specific duties. A committee may consist of one (1) or more Members. The provisions of these rules which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Member Council shall apply to committees and their Members as well.
 - b. Nominating Committee: The Officers shall have elected a nominating committee of three (3) from among the Members for the specific purpose of selecting from among the Members possible successors for elected Officers whose term(s) will expire at the next annual Members' meeting. This nominating committee must be elected and in place two (2) months prior to the next annual Members' meeting. The nominating committee will collect resumes, copy resumes and distribute resumes and ballots to the Members. The nominating committee will present its list of candidates at the regular Members' meeting held on month prior to the annual Members' meeting. The nominating committee upon presentation of its list of candidates collects resumes, copies resumes and distributes resumes and ballots to the Members, then shall have completed its duties and shall cease to exist.
 - c. Committee of Inspectors of Election: The committee of inspectors of election shall consist of three (3) Members and shall be appointed by the Officers at the annual Members' meeting. The committee of inspectors of election is for the specific purpose of verifying and tabulating the Members' ballots at the annual election of elected Officers. Members who serve on the nominating committee for this annual election of elected Officers shall not serve on the committee of inspectors of election for this same annual election of elected Officers. The committee of inspectors of election upon completion of verifying and tabulating of the ballots shall announce to the Members at the annual Members' meeting the candidates' names and number of votes received and once this is done the committee of inspectors of election shall have completed its duties and shall cease to exist.
 - d. Other Committees of Members: The Officers may appoint from time to time other committees from among the Members to assist in the every-day operations of the Member Council. Standing Committees are Welcoming, Event & Recreation, Sunshine and Good Neighbor. Each committee shall consist of a Chairperson and at least two (2) but not more than four (6) Members and shall be appointed by the Officers. Members may serve on no more than two standing committees at any given time. Committee members shall not serve more than two (2) consecutive years. The Chairperson of each committee of Members shall submit a written report of its actions to the Chairperson at least seven (7) days prior to the regular meeting date of the Officers and present such report at the Members meeting. Any Member of a committee who terminates his or her Lease Agreement with The Commons shall immediately resign his Officer position.

WELCOME COMMITTEE GUIDELINES

Meeting: The Welcome Committee shall meet quarterly, on the second Monday of the months of November, February, May and August, at 9:30am. The Chairperson may re-schedule the meeting at his or her discretion.

Chairperson Duties: At the first meeting, a Chairperson is elected by vote of the committee members. The Chairperson will direct and guide each meeting and can appoint someone to take his or her place if unable to attend. The Chairperson reports directly to the Chairperson of the Member Council. The Chairperson makes a verbal report to the Members at the Member Meeting.

Record of Meeting: The Chairperson will see to it that minutes are taken at every meeting and submitted to the Chairperson of the Member Council at least one week before the Officers meeting.

Goals: To assist the Member Council in making all new Members of The Commons welcome. An assigned Committee member will visit a new move in Member shortly after move-in and will welcome them, and will orientate them to The Commons and the Member Council.

EVENT & RECREATION COMMITTEE GUIDELINES

Meeting: The Event & Recreation Committee shall meet quarterly, on the second Monday of the months of November, February, May and August, at 11:00am. The Chairperson may re-schedule the meeting at his or her discretion.

Chairperson Duties: At the first meeting, a Chairperson is elected by vote of the committee members. The Chairperson will direct and guide each meeting and can appoint someone to take his or her place if unable to attend. The Chairperson reports directly to the Chairperson of the Member Council. The Chairperson makes a verbal report to the Members at the Member Meeting.

Record of Meeting: The Chairperson will see to it that minutes are taken at every meeting and submitted to the Chairperson of the Member Council at least one week before the Officers meeting.

Goals: To recommend to the Member Council and The Commons management event and recreation activities.

SUNSHINE COMMITTEE GUIDELINES

Meeting: The Sunshine Committee shall meet quarterly, on the second Monday of the months of November, February, May and August, at 1:00pm. The Chairperson may re-schedule the meeting at his or her discretion.

Chairperson Duties: At the first meeting, a Chairperson is elected by vote of the committee members. The Chairperson will direct and guide each meeting and can appoint someone to take his or her place if unable to attend. The Chairperson reports directly to the Chairperson of the Member Council. The Chairperson makes a verbal report to the Members at the Member Meeting. The Chairperson shall be the custodian of committee funds.

Record of Meeting: The Chairperson will see to it that minutes are taken at every meeting and submitted to the Chairperson of the Member Council at least one week before the Officers meeting.

Goals: When possible, visit Members admitted to hospitals or rehabs longer than Same-Day-Surgery. Sympathy cards are to be sent to Members for: same-day surgery; when admitted to hospital; if there is a death of Member's spouse, or immediate family.

Funding: Members may make contributions to this committee for funding of the goals of the Sunshine Committee. The contributions may be collected at the Member Meeting by a pass of the hat. The Commons will supply the sympathy card and the postage for mailing as requested by the Members.

Reporting: Sunshine Committee Chairperson will present a written financial report at each Member meeting of funds received and expenditures. Sunshine Committee Chairperson will also report on hospital visits and sympathy cards sent since last report.

GOOD NEIGHBOR COMMITTEE GUIDELINES

Meeting: The Good Neighbor Committee shall meet quarterly, on the second Monday of the months of November, February, May and August, at 2:30pm. The Chairperson may re-schedule the meeting at his or her discretion.

Chairperson Duties: At the first meeting, a Chairperson is elected by vote of the committee members. The Chairperson will direct and guide each meeting and can appoint someone to take his or her place if unable to attend. The Chairperson reports directly to the Chairperson of the Member Council. The Chairperson makes a verbal report to the Members at the Member Meeting.

Record of Meeting: The Chairperson will see to it that minutes are taken at every meeting and submitted to the Chairperson of the Member Council at least one week before the Officers meeting.

Goals: To assist fellow Members.