

BYLAWS
KENDAL ON HUDSON RESIDENTS ASSOCIATION
SLEEPY HOLLOW, NEW YORK
Adopted May 10, 2021

ARTICLE I - THE CORPORATION

The name of the Corporation is **KENDAL ON HUDSON RESIDENTS ASSOCIATION** (referred to herein as the "Association").

The principal office of the Association shall be at Sleepy Hollow, County of Westchester, State of New York.

All persons who have signed a Residence and Care Agreement with Kendal on Hudson are members of the Association and hereafter known as "members."

The operating and fiscal years of the Association shall be the calendar year, i.e., from the 1st of January through the 31st of December.

ARTICLE II - PURPOSES

The Association is organized exclusively for charitable and educational purposes, including making contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

The purposes of the Residents Association are:

1. To promote the social, physical, and mental well-being of all residents of Kendal on Hudson by fostering a community in which each individual is valued, nurtured, supported, and by working to realize those principles set out in Values and Practices of the Kendal Corporation.
2. To act in a timely way as a sounding board and catalyst for residents' concerns, ideas, and recommendations on major issues of community life, including their financial implications.
3. To provide a structure for residents to organize into committees and to raise funds to support their educational, social, cultural, and recreational activities.
4. To promote close cooperation between the residents and the Kendal on Hudson Board of Directors, the Executive Director, Administration, and the staff to assure that residents' concerns are brought to the attention of management and the Kendal on Hudson Board and to endeavor to ensure that the residents are kept informed of the operations and financial health of the community. To respect the roles and responsibilities of the Kendal on Hudson Board, the Executive Director, Administration, and staff.

5. To support charitable giving both within Kendal on Hudson and within the wider community of our neighbors.

6. To encourage volunteer service within Kendal on Hudson and in our neighboring community.

The Association is organized to promote such purposes, with the powers needed to achieve those purposes, as set forth in the Certificate of Incorporation.

ARTICLE III - RESIDENTS COUNCIL

A. Authority and Duties

The Residents Council shall conduct, manage, and direct the operation and affairs of the Residents Association. 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 and Association proceedings, including findings, conclusions, and recommendations; institute such policies as may seem necessary to implement the purposes of the Association as specified in **Article II**. The Council shall act as liaison between the Residents Association and the Kendal on Hudson Administration and Board of Directors. The Council shall oversee the financial affairs of the Association, including the development and approval of the annual budget. The Council may solicit voluntary contributions to finance the Association's activities.

B. Election and Term of Council Members

The Council shall be composed of thirteen (13) members. All members of the Residents Association are eligible to serve and should have expressed an interest in serving on the Residents Council. Council members should have access to email to conduct Council business.

The Council shall be divided into two (2) classes of seven (7) and six (6) respectively. The members of the Association shall elect one (1) class each year to serve for a two-year term by a majority vote in person or by absentee ballot. In the event of tie votes, selection of the successful candidate(s) shall be by the drawing of lots. Each Council year shall commence January 1st. The term of the class which expires in 2021 shall run through December 31, 2021.

No member may serve more than two (2) consecutive two-year terms. Any elected member who has served two (2) consecutive two-year terms shall not be eligible for re-election until two (2) years after the end of their second term.

The Chair of the Adirondack Council shall be an ex-officio member of the Council, permitted to attend and participate in all open meetings without the right to vote.

C. Regular Meetings of the Council

At the discretion of the Chair, the Council shall hold regular meetings at least monthly at convenient times and locations designated by the Council, except during the summer when there will be one (1) combined meeting covering July and August. The dates of all regular meetings of the newly elected Council shall be announced at the Annual Meeting. Written

notice of all regular meetings with a copy of the agenda shall be posted to internal media and emailed to members at least three (3) days prior to the meeting.

Members may attend, as observers, any meeting of the Residents Council except Executive Sessions. Executive Session is a special meeting-within-a-meeting that provides an opportunity for the board to meet privately to handle sensitive and confidential issues, foster robust discourse, and strengthen trust and communication. Any action taken in Executive Session shall be reported in the minutes.

Members may speak at any time designated by the Chair or present a signed communication by delivering it to the Chair of the Council or their designee. Such communications shall be reported to the Council.

D. Special Meetings of the Council

Special Meetings may be called at any time by the Chair or by receipt of a written request from any five (5) members of the Council. Council members shall be notified by email or other written communication at least three (3) days before the date of such meeting. The notice shall state the business for which the Special Meeting has been called and that no business other than that stated in the notice shall be transacted.

E. Quorum of Members of the Council

The presence of seven (7) members shall constitute a quorum at all meetings of the Council. Whether or not a quorum is present, a majority of the members present may adjourn any meeting to another time and place. Notice by email of the adjournment shall be given to all members who were absent at the time of the adjournment.

F. Actions by the Council

The Council shall endeavor to reach decisions by consensus. In the event this cannot be achieved, each member shall be entitled to one (1) vote on each matter. Unless otherwise provided in these Bylaws, an action by a majority at a duly convened meeting, with a quorum present, will constitute an act of the Council.

G. Minutes

The Secretary or their designee shall maintain complete and accurate minutes of each regular Council and Association meeting. These shall be kept with the permanent records of the Association and posted to internal media and retained in the Library and the Archives.

H. Vacancies

When vacancies occur on the Council for any reason, the Council may, at its discretion, choose to fill the vacancy immediately or leave the position open until the next election.

Any person invited to fill the vacancy shall be the one (1) with the next highest number of votes in the immediately preceding election, if available, and, if not, the Council may leave the position vacant until the next election. A person filling a Council vacancy will serve until the next election and shall remain eligible to serve up to one (1) additional two-year term. The total period served by the person filling the vacancy shall not exceed four (4) years.

If all vacancies in the membership of the Residents Council shall have been filled in accordance with this Article of the Bylaws, all further vacancies that occur may be filled from among eligible members based on the recommendation of the Executive Committee and ratification by a majority of Residents Council members. Each such member so appointed to the Residents Council shall serve until the next election.

I. Removal

A member of the Council, including an officer, shall be removed from office by a vote of at least seven (7) members of the Council in Executive Session if they are absent for three (3) consecutive meetings without written explanation acceptable to the Council, or becomes incapacitated. A formal notice shall be sent to the removed member.

J. Participation in Meetings Via Technology

Any one (1) or more members of Council may participate in any meeting of the Council or any committee thereof by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other. Participation by such means shall constitute presence in person at a meeting for all purposes, including quorum and voting.

K. Members of the Council's Conflicting Interest Transactions

1. Disclosure of Conflicts of Interest; Adoption of Policy.

The Council shall adopt and oversee the implementation of, and compliance with, a conflict of interest policy as required by Section 715-a of the Not-For-Profit Corporation Law (NPCL) to ensure that its members, officers, Activity Committee Chairs, and key persons act in the Association's best interest and comply with applicable legal requirements regarding any potential conflict of interest, potential "related party transaction," or potential "excess benefit transaction" involving a "disqualified person" as those terms are defined in Section 102(a) of the NPCL and Section 4958 of the Internal Revenue Code. Any such transaction shall be undertaken only after the requisite disclosure, determinations, and voting by members of Council, as provided in Sections 715 and 715-a of the NPCL and relevant regulations of the Internal Revenue Service.

2. Annual Review of Policy; Disclosure Statements.

The conflict of interest policy shall be reviewed by the Council at least annually. Prior to a member's election or appointment and annually thereafter, each member of the Council shall be required to complete a disclosure statement identifying, to the best of the member's knowledge, any entity of which such member is an officer, director, trustee, member, employee, owner (either as sole proprietor or a partner), volunteer, or donor and with which the Association has a relationship, and any transaction in which the Association is a participant and in which the member might have a conflicting interest. These statements shall be collected and delivered by the Secretary to the Council Chair, to be kept on file at the Association's office. Any additions or other changes to these statements shall be made by the member in writing as they **occur**.

ARTICLE IV - OFFICERS

A. Election of Officers of the Council

Prior to the annual election, the current Chair shall appoint three (3) or more Council members to a Nominating Committee to be charged with preparing a slate of officers for the next Council. The Chair of the Nominating Committee shall be a member who will be retiring from the Council following the election. The others on the Nominating Committee shall be Council members who will continue to serve on the Council following the election. The Committee shall present the proposed slate consisting of a Chair, Vice Chair, Treasurer, and Secretary. The Officers of the Council shall be elected by the new Council in Executive Session before the first open meeting of the new Council after the Annual Election. The Council may elect such other Officers as the Council may authorize. These Officers are also the Officers of the Association.

B. Term of Office

Officers shall hold office for a period of one (1) year or until their successors shall have been duly elected. The offices of Chair or Vice Chair shall not be held by the same person for more than two (2) consecutive years. Officers may be removed for cause only by a majority of the entire Council at any time. Any vacancy in the above offices may be filled by the Council at any meeting. As soon as feasible following the annual Council elections, the current Council Chair shall convene a Special Meeting of the new Council for the purpose of electing officers for the coming year. Newly elected officers shall assume their offices at the next regular Council meeting.

C. Chair

The Chair or their designee shall preside at all meetings of the Council and the Association and shall oversee the general management of the Association. The Chair or their designee shall attend all Kendal on Hudson Corporation Board meetings as a non-voting member and keep the Council and residents informed of the Kendal on Hudson Corporation Board's actions. The Chair or their designee shall be an ex-officio member of all Residents Association committees without the right to vote.

D. Vice Chair

During the absence or disability of the Chair, the Vice Chair shall have all the powers and functions of the Chair. In the event of the absence or disability of both, the remaining Officers shall appoint replacements.

E. Treasurer

The Treasurer or their designee shall perform such duties as customarily pertain to the office. The Treasurer shall be a member of the Budget Advisory Committee to Kendal on Hudson and of the Investment Committee. The Treasurer shall:

1. Be responsible for all financial records, funds, and securities of the Association, oversee all deposits and receipts of funds, and oversee the authorization of the disbursement of funds in accordance with the policy of the Council.
2. Render a statement of the condition of the finances of the Association monthly.
3. Ensure the preparation and filing of all legally required financial returns and reports, including the Association's IRS Form 990 and New York State filings.

4. At the Annual Meeting, render a report of the Association's accounts showing in appropriate detail:
 - a. The assets and liabilities of the Association as of the fiscal year terminating not more than six (6) months prior to the meeting.
 - b. The principal changes in assets and liabilities during the fiscal year.
 - c. The revenues and receipts of the Association, both unrestricted and restricted.
 - d. The expenses or disbursements for the fiscal year.

Such report shall be filed with the minutes of the Annual Meeting.

F. Secretary

The Secretary or their designee shall send appropriate notices by email or other written communication and post the agenda for all meetings of the Council and Association, be responsible for keeping and reporting complete and accurate minutes of all meetings of the Council and Association and shall perform such other duties as pertain to the office or may be assigned by the Council or the Chair. The Secretary is responsible for each Residents Council member's and Activity Committee Chair's completion of the Conflict of Interest form annually.

ARTICLE V - MEETINGS OF MEMBERS

A. Annual Meeting

The Annual Meeting of the members of the Association shall be held during January at Kendal on Hudson, the specific date, time, and place to be determined by the Residents Council. The Annual Meeting shall present the results of the election of Council members and transact such other business as may come before the meeting.

B. Annual Report

At each Annual Meeting of the Association, the Chair shall present an Annual Report which in form and substance is sufficient to advise the members regarding the affairs of the Association. The Annual Report shall include the reports of all committees and shall be filed with the records of the Association, with copies delivered to the Executive Director and the Board of Kendal on Hudson. Copies shall be made available to residents, placed in the Library for Residents' information, and in the Archives.

C. Quarterly Meetings

The Association shall hold Quarterly Meetings to receive reports of activities of the Residents Council and to consult on other issues of importance.

D. Special Meetings

Special Meetings may be called for any purpose by the Chair of the Council or by a two-thirds (2/3) vote of the Council; and shall also be called by the Chair on the written request of not fewer than twenty (20) members of the Association. Notice of such Special Meeting shall be provided to all members within twelve (12) days of the required vote by the Council or receipt by the Chair of the written request of at least twenty (20) members. No business shall be conducted at a Special Meeting other than the purpose stated in the meeting notice.

E. Notice of Meetings

A notice of the Annual and Quarterly Meetings shall be in writing and shall state the purposes for which the meeting is called and the date, time, and place where it is to be held. The notice shall be posted on internal media designated for the Residents Association, sent by email to the members at the address in the Association's records, and published in *Spotlight*. The notice of Association meetings shall be given not fewer than ten (10) nor more than thirty (30) days before the meeting as required by NYS law.

F. Quorum

At any meeting of the Association, twenty percent (20%) of all members of the Association must be present to constitute a quorum for transaction of business. The presiding officer, as first order of business, shall determine and announce whether a quorum is present.

G. Voting

At all meetings of members of the Association, except those for approval of Bylaws amendments (**Article X**), whether Annual, Quarterly or a Special Meeting, the members shall endeavor to reach decisions by consensus. In the event this cannot be achieved, each member of the Association shall be entitled to one (1) vote on each matter. If there is a small number of dissenting members, they may be asked if they would stand aside.

Any decision reached by consensus or ratified by a majority, where a quorum is present, shall be as binding as though authorized and ratified by each member of the Association.

H. Presiding

At all meetings of the residents, the Chair of the Residents Council, or at their request, the Vice Chair or, if neither be present, a designee of the Chair shall preside. The Secretary of the Council or, in their absence, a designee of the presiding officer of the meeting shall act as Secretary of the meeting.

I. Participation in Meetings Via Technology by Members

To the extent permitted by law or regulation, and pursuant to the policy of the Council (**Article III, Section J**), any one (1) or more of the members of the Association may participate in any meeting of the members by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other. Participation by such means shall constitute presence in person at a meeting for all purposes, including quorum and voting.

ARTICLE VI - COMMITTEES OF THE RESIDENTS ASSOCIATION

The Committees of the Residents Association are composed of Standing Committees, Ad Hoc Committees established by the Residents Council, and Activities Committees. Each Committee of the Residents Association shall submit a copy of its annual report to the Council Secretary by the first of the month preceding the Annual Meeting.

Appointment of Residents Council Standing Committee or Ad Hoc Committee Chairs and Membership

The Residents Council shall approve each Standing Committee's and Ad Hoc Committee's chair and membership at an open meeting, maintain a list of all Standing Committees and Ad Hoc Committees and their members in the Minutes, and post this list to internal media and in the Library. All designated members of Residents Council Standing Committees and Ad Hoc Committees will receive written confirmation (email and hard copy) of their committee appointment from the Council Chair in conjunction with the Secretary.

Disbandment of a Residents Council Standing Committee/Ad Hoc Committee or Dismissal of a Member Thereof

Any Standing Committee/Ad Hoc Committee created by the Residents Council, and the members thereof, shall serve at the pleasure of the Council.

Any proposal to disband a Residents Council Ad Hoc Committee before the completion of said committee's appointed task, or any proposal to dismiss any member(s) of any Residents Council Standing/Ad Hoc Committee must be brought by the respective committee chair to the Council in Executive Session. The Council Chair may invite the affected committee member(s) to be heard during Executive Session. The decision of the Council shall be final and reported at the next Residents Council meeting.

A. STANDING COMMITTEES

1. EXECUTIVE COMMITTEE

The Executive Committee of the Residents Council of the KoH Residents Association shall consist of the Chair, the Vice Chair, the Secretary, and the Treasurer. The Executive Committee serves primarily in an advisory position to the Chair. The Executive Committee can act in lieu of the full Council only in case of a specific emergency and when the Council cannot be readily gathered; and it must inform the entire Council of its action at the first opportunity. Three (3) members of the Executive Committee constitute a quorum of that committee. At the discretion of the Executive Committee, Past Residents Council Chairs may be invited to participate in discussions.

2. ASSOCIATION BUDGET COMMITTEE

Purpose/Scope: The Association Budget Committee prepares the budget for the Residents Association upon receiving an annual budget request from the Chair of each Activities Committee. The Association Budget Committee, together with the Treasurer, monitors expenditures for each Activities committee to assure that Association funds are spent in accordance with the budget.

Chair: member of the Residents Council, appointed by the Council Chair in consultation with the Treasurer.

Members: selected by the Council Chair in consultation with the Committee Chair.

Size: Chair + no more than two (2).

3. BUDGET ADVISORY COMMITTEE TO KENDAL ON HUDSON

Purpose/Scope: The Budget Advisory Committee to Kendal on Hudson shall engage in quarterly discussions with the Kendal on Hudson Executive Director and/or the Chief

Financial Officer regarding Kendal on Hudson's finances and may suggest modifications and/or additions to the Capital and Operating Budgets.

Chair: member of the Residents Council, appointed by the Council Chair.

Members: selected by the Council Chair in consultation with the Committee Chair.

Size: Chair + Treasurer + no more than four (4).

4. RESIDENTS CONSULTATION COMMITTEE

Purpose/Scope: The Residents Consultation Committee shall be responsible for receiving and handling in a timely manner recommendations, proposals, and expressions of concern from members of the Association who might not wish to express these publicly and for resolving these appropriately. Issues that the Residents Consultation Committee considers of general relevance to the community should be brought to the Council for discussion and disposition, preserving appropriate confidentiality.

Chair: member of the Residents Council appointed by the Council Chair.

Members: selected by the Council Chair in consultation with the Committee Chair.

Size: Chair + no more than four (4).

5. ELECTION COMMITTEE

Purpose/Scope: The Election Committee shall schedule an annual election in advance of the Annual Meeting as required by Article V, Section A. All members of the Association are eligible to vote either in person or by absentee ballot. Results of the election shall be reported to the Chair of the Council within 24 hours following the conclusion of voting and a notice shall be prominently posted as soon as possible showing only the elected in alphabetical order. Complete results of the election shall be kept by the Chair of the Council and the Chair of the Election Committee for one (1) year, then securely discarded.

Chair: appointed by the Council Chair, not necessarily a member of the Residents Council

Members: selected by the Election Committee Chair, giving consideration to achieving a broad representation of the Resident Community. Members of the Election Committee may not become candidates for the election for which they serve on the Election Committee.

Size: Chair + no more than six (6).

6. FUNDRAISING COMMITTEES

a. ANNUAL APPEAL

Purpose/Scope: The Annual Appeal Fundraising Committee will solicit funds from the residents to support the activities of the Council, Standing Committees, and the various Activities Committees. A portion of the funds raised to support the activities of the Residents Council and Activities Committees shall be reserved for charitable giving in the neighboring community in accordance with Kendal values and practices.

Chair: member of the Residents Council, appointed by the Council Chair.

Members: selected by the Council Chair in consultation with the Committee Chair.

Size: no more than five (5).

b. STAFF APPRECIATION

Purpose/Scope: The Staff Appreciation Fundraising Committee will solicit funds from the residents twice a year as a way of showing residents gratitude for the efforts of the staff in accordance with Kendal on Hudson's no-tipping policy.

Chair: member of the Residents Council, appointed by the Council Chair.

Members: selected by the Council Chair in consultation with the Committee Chair.
Size: no more than five (5).

7. INVESTMENT COMMITTEE

Purpose/Scope: The Investment Committee is charged with investing the Association's funds which are not required for current operations, as determined by the Treasurer. The Investment Committee shall have the authority to select and make investments for the Residents Association in accordance with the investment guidelines approved by the Council.

Chair: appointed by the Council Chair, not necessarily a member of the Residents Council.

Members: selected by Committee Chair ensuring continuity to the degree possible within the Investment Committee's membership and considering members' relevant backgrounds and experience.

Size: Chair + Treasurer + no more than five (5).

8. LOCAL CHARITIES COMMITTEE

Purpose/Scope: The Local Charities Committee will recommend to the Council particular local charities and an allocation to each of those funds reserved and disbursed by the Council for charitable giving in the neighboring community.

Chair: appointed by the Council Chair, not necessarily a member of the Residents Council.

Members: selected by the Council Chair in consultation with the Committee Chair.

Size: Chair + no more than six (6).

9. RESIDENTS ASSOCIATION AUDIT COMMITTEE

The Residents Association Audit Committee Chair shall be a member of the Council and is appointed by the Council Chair. The Residents Association Audit Committee Chair shall select no more than two (2) other members from the Residents Association, taking into consideration the individuals' relevant background and experience. The Residents Association Audit Committee is responsible for ensuring the integrity of the Association's financial statements and shall report its findings to the Residents Council.

B. ACTIVITIES COMMITTEES

An Activities Committee of the Association shall be created and organized by two (2) or more members of the Association for such tasks and activities as they deem warranted, to enrich the social, cultural, fitness, educational, spiritual and/or recreational well-being of the entire community. Activities Committees shall be open to all residents and should serve the interests and/or needs of a wide spectrum of the community. All Activities Committees must be recognized and approved by the Council.

Activities Committees are accountable to the Residents Council, and the Council will oversee and advise the committees as required.

Committees may request financial support from funds of the Association. They shall present to the Council for approval their proposed budget on an annual basis. Each committee shall inform the Council of the name of its chair annually, or in the event of a change. In keeping with our tax-exempt status, no committee of the Association may engage in partisan political activity.

ARTICLE VII - COMMITTEES OF THE COUNCIL

Committees of the Council shall include Standing Committees as per Article VI, Section A, and any Ad Hoc Committees.

Ad Hoc Committees

Ad Hoc Committees of the Council, to serve at the discretion of the Council Chair, shall be established by the Council for such tasks as circumstances warrant. An Ad Hoc Committee shall limit its activities to the accomplishment of the task for which it is established by the Residents Council. Ad Hoc Committees established by the Council shall continue only until the completion of their delegated business or the end of the Council term, whichever comes first. Such committees as need to continue shall be re-established or re-structured for an extended period by the Council.

Charitable Contributions by Council Committees

No committee of the Kendal on Hudson Residents Association shall fund-raise for or contribute to any outside organization. All contributions in the name of Kendal on Hudson Residents Association or its committees must be made or authorized by the Residents Council. Individuals and groups of individuals are free to fund-raise and make contributions so long as they are not representing themselves as agents of Kendal on Hudson.

ARTICLE VIII - COMPENSATION

No member of the Association shall receive, directly or indirectly, any salary or compensation from the Association in their role as a member either of the Association, of the Council or of committees of the Association. Members shall be reimbursed for reasonable expenses incurred in the performance of Association duties upon approval of the Chair of the Council or their designee.

ARTICLE IX - INDEMNIFICATION

The Association may, to the full extent permitted by law, hold harmless (i.e., indemnify) any member of the Council or of the Association when acting on behalf of the Council or the Association. For this purpose, directors' liability insurance shall be purchased for members of the Council to assure such indemnification is in force.

ARTICLE X - AMENDMENTS TO REVIEW AND ADOPTION OF BYLAWS

A. 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 and announced to the members of the Association. The Chair of the Council shall then call a Special Meeting of the Residents Association to consider/discuss the proposed amendment(s) to the Bylaws. A second meeting shall be held to vote on the proposed amendment(s) not less than twenty (20) nor more than thirty (30) days after the Special Meeting.

Review of Bylaws

There shall be a periodic review of the Kendal on Hudson Residents Association Bylaws and its Residents Council Policies, with revisions as needed, no less frequently than every five (5) years. This review will be prepared for the Council's consideration by an ad hoc committee chaired by an appointee of the Council. The ad hoc Committee will not exceed four (4) additional Association members designated by the Committee Chair.

B. Adoption

Adoption of any proposed Bylaws change(s) shall require an affirmative vote of two-thirds (2/3) of the residents attending the Special Meeting provided there is a quorum present.

ARTICLE XI - DISSOLUTION

If the Association is dissolved, the Council shall, after payment of all liabilities, dispose of all assets to such organization(s) as are operated exclusively for charitable and educational purposes as shall at the time qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 and any subsequent amendments or revisions.