

KENDAL AT LONGWOOD RESIDENTS KRA CONSTITUTION AND BYLAWS

ARTICLE I. NAME, PURPOSES, AND MEMBERSHIP

Section 1.01 Name. The name of the organization is KENDAL AT LONGWOOD RESIDENTS ASSOCIATION (the KRA).

Section 1.02 Location. Kendal at Longwood (Kendal) is a life plan community, located at 1109 East Baltimore Pike, Kennett Square, Pennsylvania, 19348. It is under the governance of the Kendal-Crosslands Communities Board of Directors (KCC), a non-profit corporation. The office of the KRA is at Kendal.

Section 1.03 Purposes. The purposes for which the KRA was formed are: (a) to promote and further the interests and welfare of the residents of Kendal; (b) to communicate and cooperate with the KCC Board of Directors and staff at Kendal in promoting a provident, healthful, enjoyable, and useful community life.

Section 1.04 Compensation. The KRA does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. No member of the KRA will be entitled to compensation for services on behalf of the KRA. At the discretion of the Board of Directors in each particular case, members may be reimbursed for reasonable expenses incurred in connection with any special work on behalf of the KRA.

Section 1.05 Membership. All residents of Kendal are members of the KRA.

ARTICLE II. MEETINGS OF MEMBERS

Section 2.01 Place and Time. Meetings of members of the KRA will be held at such places at Kendal and at such times as determined by the KRA's Board of Directors (the Board).

Section 2.02 Fiscal Year. The fiscal year will be July 1 through June 30 but may be changed by the Board.

Section 2.03 Annual Meeting. An annual meeting for the election of Directors and Officers and the transaction of such other business as may properly be brought before the meeting will be held annually in June and may be held later on the same day as the regular June Board meeting.

Section 2.04 Special Meetings. A special meeting of members of the KRA will be called by the President upon the written request of not fewer than ten members, to be held for such purpose or purposes as stated in the request. In addition, a special meeting may be called by the President at any time.

Section 2.05 Notice of Annual Meetings. At least five days' notice of each annual meeting of members will be given by or at the direction of the Secretary.

Section 2.06 Quorum. The presence of not fewer than seventy-five members will constitute a quorum for the transaction of business.

Section 2.07 Voting. The manner of voting may be by ballot or as otherwise determined by the presiding officer at the annual meeting or any special meeting where voting is required.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01 Number of Board Members. There will be sixteen members of the Board, consisting of twelve directors, the President, President-elect, Secretary, and Treasurer. When in office, the Treasurer-elect will be a member of the Board, making a total of seventeen members of the Board.

Section 3.02 General Powers. Subject to the powers of the members of the KRA, the Board has full power to conduct, manage and direct the operations and affairs of the KRA. The Board may, from time to time, solicit such money as will, at the discretion of the Board, be needed to finance the KRA's projects, activities and operations during the fiscal year.

Section 3.03 Specific Powers. The Board may establish or repeal guidelines for activities controlled by the KRA. The Board reviews and approves the budget prepared by the Budget and Finance Committee. Approval of the Board is required for non-budgeted expenditures of KRA funds. The Board has the authority to establish ad hoc committees, to dissolve resident-initiated committees, and to establish and dissolve collaborative committees with staff agreement. The Board creates policies and procedures as needed.

Section 3.04 Business Meetings of the Board. Business meetings of the Board will be held at such times and places at Kendal as may from time to time be fixed by the Board. A special business meeting of the Board will be called by the President with the approval of the Executive Committee or upon the written request of at least four members of the Board, to be held at such time and at such place at Kendal as determined by the President.

Section 3.05 Governance Meetings of the Board. Governance meetings of the Board can be called by the Executive Committee for orientation, education, or agenda planning. No official actions will be taken at these meetings. At the request of the President, Executive Committee or the Appointments Committee, these meetings can be designated as “confidential.”

Section 3.06 Notice of Special Meetings of the Board. Not fewer than three days’ written notice of each special meeting of the Board will be given to each member of the Board by or at the direction of the Secretary. The three days’ written notice can be waived by unanimous consent of the Board.

Section 3.07 Quorum and Decision Making. The presence of nine members of the Board will constitute a quorum for the transaction of business. The President will determine whether decisions on a particular issue will be made by the “sense of the meeting” or by majority vote.

Section 3.08 Executive Committee. There will be an Executive Committee consisting of the four elected officers plus, when in office, the Treasurer-elect. The Executive Committee may meet on one day’s notice at the request of the President or President-elect. When the Board is not in session, the Executive Committee will have and exercise all the power and duties of the Board except (a) establishment or repeal of guidelines, (b) approval of non-budgeted expenditures of KRA funds in excess of one percent (1%) of the total budget, and (c) appointment of Directors and Officers of the Board. Decisions and appointments by the Executive Committee affecting KRA business will be reported to the Board at its next meeting for review and approval.

ARTICLE IV. ELECTION OF DIRECTORS AND OFFICERS

Section 4.01 Election by Members of the KRA. At each annual meeting six directors will be elected for terms of two years each; the President-elect will be elected to a term of one year, followed by a term of one year as President; the Secretary will be elected to a term of two years. Every two years a Treasurer-elect will be elected for a one-year term, to be followed by a two-year term as Treasurer. Thus, the election of Treasurer-elect will always occur at the end of the Treasurer’s first year in office. Following the Treasurer’s two-year term, said Treasurer will also serve an additional one-year term as Reserve Treasurer with the power to act if the Treasurer is unavailable and also as a member of the Budget and Finance Committee. Elections will be by majority vote. Such Directors and Officers will take office on the succeeding July 1.

Section 4.02 Qualifications. No person who has served as Director for a full term of two years will be elected for a second consecutive term as Director. No person will hold the office of President or President-elect without having served as a member of the Board at some time for at least one year. No person will hold more than one office at the same time.

Section 4.03 Nominations. The retiring President will become the chairperson of the Nominating Committee for the succeeding year. The new President will, with the approval of the Board, appoint four persons to serve with the retiring President on the Nominating Committee.

The Nominating Committee will invite all Kendal residents to submit recommendations for members of the Board, and to the vacant positions for Officers. Taking the public recommendations into account, the Nominating Committee will prepare a slate of Board Directors and Officers, and, having received their consent to serve, will submit the names to the Board at its meeting in May, in preparation for a vote by the residents at the Annual Meeting.

Section 4.04 Independent Nominations. Not fewer than fifteen days before the annual meeting, any twenty-five members of the KRA may present to the Board, in writing, nominations of one or more other residents together with their written consent to serve if elected. There will be no nominations from the floor at the annual meeting. When more than one candidate is presented for any office, selection will be by written ballot in a manner to be determined by the Board.

Section 4.05 Resignations and Vacancies. Any Director or Officer of the KRA may resign by giving written notice to the President or Secretary. Any such resignation will take effect at the date of receipt of such note or on any later date therein specified and, unless otherwise therein specified, acceptance of such resignation will not be necessary to make it effective.

In the event the President resigns, or, in the judgment of the other members of the Board, becomes unable to serve, the President-elect will become President. In the event of a vacancy in the offices of President-elect, Secretary, Treasurer, Treasurer-Elect, or Board Director, or in the Nominating Committee (see Section 4.03), the Board will, in consultation with the Nominating Committee, appoint a successor to serve until the next election.

ARTICLE V. OFFICERS AND THEIR DUTIES

Section 5.01 President. The President will be the chief executive officer of the KRA and will have general supervision and responsibility for its operations and affairs, subject to the direction and control of the Board. The President will preside at meetings of the KRA, the Board, and the Executive Committee. The President will have no vote except in case of a tie. It will be a special duty of the President to keep the President-elect informed of all actions and responsibilities.

In the absence or disability of the President, or when requested by the President, the President-elect, or the Secretary, in that order, will have the powers and duties of the President.

Section 5.02 President-elect. The President-elect is an ex-officio member of the Budget and Finance Committee. The President-elect will perform such duties as the President may request. The President-Elect is responsible for maintaining an up-to-date list of the standing committees of the Board, the Collaborative Committees, and the chairs/contacts of each resident-initiated committee and shall post the list on the KRA bulletin board before the end of the fiscal year.

Section 5.03 Secretary. The Secretary will see that notices of meetings of the KRA and of the Board will be made public as specified in Sections 2.05 and 3.06. All minutes of meetings of the KRA and of the Board and all agendas and adopted reports, including the monthly Treasurer's report, will be recorded and posted by the Secretary on the main bulletin boards in Kendal Center and Health Center, on the Kendal Resident Website, and in the digital archives. The Secretary, with the help of the Executive Committee, will prepare agendas for the meetings.

Section 5.04 Treasurer and Treasurer-elect. The Treasurer will have or provide custody of the funds and other property of the KRA.

The Treasurer-elect will be in training to assume the Treasurer's duties at the conclusion of the Treasurer's term of office, will act as Treasurer when the Treasurer is not available, and will perform duties as assigned by the Treasurer. When in office, the Treasurer-elect will be a member of the standing Budget and Finance Committee.

ARTICLE VI. COMMITTEES AND PROGRAMS

Section 6.01 Powers and Duties of Board Appointed Committees. The Board may from time to time establish and appoint committees, standing and special, as the Board may determine. The activities of these committees will cover the area of responsibility for which they are appointed. They may, at any time, consult with the Board regarding their work, or make recommendations for the improvement and advancement of the scope of their activities or the advancement of their objectives. The Board may also make recommendations to the committees for meeting the needs reported to the Board. Each committee will report to the Board when requested by the Board or the Executive Committee.

Section 6.02 Organization of Board Committees. The Board will appoint a chairperson for each standing committee and for each special committee authorized by the Board. Additional members of the committees will be chosen as needed by consultation between the President and the committee chairperson. The President will be an ex officio member of all standing and special committees except the Nominating, Audit and Appointments Committees.

Section 6.03 Standing Nominating Committee (See Section 4.03.)

Section 6.04 Standing Budget and Finance Committee. The President will appoint a standing Budget and Finance Committee at the beginning of the fiscal year subject to the approval of the Board. The President and the President-elect will be ex officio members of the committee. The committee will be composed of four members, two of whom will be from each class of directors, plus the Treasurer and the Treasurer-Elect when there is one. When possible, the chairperson will be in the second year of Board membership. A vice-chairman will be in the first year of Board membership and succeed the chair. The Reserve Treasurer will also serve on the Budget and Finance Committee.

The Budget and Finance Committee will solicit budget requests from the resident-initiated committee chairpersons in time to enable the Budget and Finance Committee to submit a budget for the next fiscal year at the June meeting of the Board; maintain a year-round awareness of the KRA's financial status; consider any unexpected budget request (See Section 3.08: Executive Committee); make recommendations to the Board concerning the management of and requests for expenditure of any of the other funds of the KRA. The Budget and Finance Committee, with the support of the Executive Committee, will also manage the annual fund raising activity of the KRA.

The committee will also recommend to the Board the use and management of new funds or bequests received by the KRA. With the help of such committee chairpersons as they require, the committee will implement and update as necessary a cost-anticipation plan for the acquisition, repair and replacement of expensive items owned by the KRA.

Section 6.05 Standing Audit Committee. The Board, annually, will appoint a committee of two members of the KRA to audit the accounts of the Treasurer for the prior fiscal year, as well as the accounts of all committees that receive money from the KRA for their operations.

Section 6.06 Standing Communications Committee. The purpose of the Communications Committee will be to improve access to and quality of information for all Kendal residents. The Committee will work in collaboration with existing resident-initiated committees. The Committee will report at least once a year to the KRA Board. The Committee will annually present a budget to the Board for its approval.

The Chair of the Communications Committee will be nominated by the President and approved by the Board and, if not already a Board member, will serve as an ex officio member of the KRA Board. The Chair will serve for two years, with the option of renewal for one additional term. The membership will reflect the different ways Kendal residents seek and obtain information about daily life at Kendal. Membership will be for three-year terms.

Section 6.07 Standing Appointments Committee. The President will appoint a standing Appointments Committee at the beginning of the fiscal year subject to the approval of the Board. The KRA's Appointments Committee is charged with recommending qualified candidates who are willing to serve as resident representatives on Committees approved by the KRA Board as collaborative, or Kendal Crosslands Communities (KCC) Board-related, or committees otherwise critical to KRA residents. Openings will be announced to residents. These names are then submitted to the Board, which will approve the recommendations. All discussions remain confidential; recommendations remain confidential until such time as the Board votes to approve the candidates.

Section 6.08 Kendal Collaborative Committees. Kendal collaborative committees, composed of Kendal residents and staff members, are opportunities for residents and Kendal staff to work together to prevent and resolve issues of concern to the community. The goal of KRA with regard to Kendal Collaborative Committees is to ensure communication between them and all Kendal residents, and to provide support for their continued strength. Due to their importance in the daily life of Kendal residents, all Kendal collaborative committees will 1) be approved by the KRA Board of Directors; 2) be transparent with regard to membership selection, mission, and activity; 3) provide

mechanisms via which Kendal residents are encouraged to bring relevant issues to the appropriate Kendal collaborative committee; 4) report annually to the KRA Board, either at a KRA Board meeting or in writing, as determined by the KRA Executive Committee, including an updated roster of members. The KRA Board has authority, in conjunction with staff, to withdraw its approval of any Kendal collaborative committee.

Section 6.09 Four-Campus Collaborative Committees

Four-Campus collaborative committees, composed of residents of all four communities and KCC staff, are opportunities for residents of all four campuses and staff to work together to prevent and resolve issues of concern to the four communities. The goal with regard to Four-Campus Collaborative Committees is to ensure communication among the communities and with staff and administrators. Due to their importance in the daily life of all residents, all Four-Campus Collaborative Committees will 1) be approved by the KRA Board of Directors; 2) be transparent with regard to membership selection, mission, and activity; 3) provide mechanisms via which Kendal residents are encouraged to bring relevant issues to the appropriate Four Campus Collaborative committee; 4) report annually to the KRA Board, either at a KRA Board meeting or in writing, as determined by the KRA Executive Committee, including an updated roster of members. The KRA Board has authority, in conjunction with staff, to withdraw its participation in any Four-Campus Collaborative Committee.

Section 6.10 Resident-Initiated Committees and Groups. Committees or groups enhance life at Kendal in diverse areas including but not limited to crafts, education, entertainment, spirituality and games. Partisan and fund-raising groups are not permitted. Committees or groups will identify a chairperson or contact person and must annually identify themselves to the KRA. In order to receive financial support from the KRA, the chair or contact person must submit a budget request for the following year to the Budget and Finance Committee. The KRA Board may disband a resident-initiated committee for cause at any time.

Section 6.11 Listening Post Program. The purpose of this program will be to deal with resident concerns. At each Board meeting, two Directors will be announced on a rotating basis to meet with residents at a regularly scheduled monthly meeting (September through May) designated as a “Listening Post.” The appointed Directors will hear issues brought by the residents and, maintaining the anonymity and confidentiality of the resident, deal with such concerns by suggesting strategies for resident resolution of the problem or by agreeing to work on resolution.

ARTICLE VII. DISSOLUTION

Upon dissolution, the Board will, after payment of all liabilities, dispose of all assets exclusively for the purposes of the KRA, in such manner, or to such organizations operated exclusively for charitable, educational or scientific purposes as will at the time qualify for exemption under Section 501 (c)(3) of the Internal Revenue Code of 1954, as the Board will determine.

ARTICLE VIII. AMENDMENTS

Any of the provisions of this instrument may be amended or repealed by two-thirds majority of the members of the KRA in attendance at any meeting duly convened for which a quorum is present. All amendments will take effect immediately following adoption, except that amendments relating to elected officers will not take effect until the beginning of the next fiscal year.

Adopted November 27, 1973

Amended October 14, 1974

Amended June 7, 1976

Amended October 24, 1977

Amended March 30, 1982

Amended December 5, 1986

Amended June 13, 1994

Amended June 3, 2002

Amended March 17, 2003

Amended June 25, 2007

Amended June 18, 2012

Amended June 30, 2014

Amended June 22, 2015

Amended April 8, 2019

Amended May 11, 2020

Amended June 12, 2023

June 12, 2023