

**CONSTITUTION AND BY-LAWS
OF THE WESTMINSTER AT LAKE RIDGE
RESIDENT ASSOCIATION**

All residents who have been formally accepted as residents of Westminster at Lake Ridge are automatically members of the Resident Association, sharing a common interest in promoting and maintaining an enjoyable, constructive, active, healthful, and secure community life. The Resident Association is an instrument created by the residents to represent the community to the administration in the attainment of those objectives. Its charter may describe its functions as representing the residents in relations with the administration in matters of common interest; to receive and act upon suggestions and observations from the residents; and to be attentive to the comfort, security, and social enjoyment of the residents. Elected members serve on the Resident Council, which serves the Resident Association and Westminster at Lake Ridge in accordance with this Constitution and Bylaws.

ARTICLE I. NAME, PURPOSES, AND MEMBERSHIP

Section 1.01 – Name:

The name of this organization is WESTMINSTER AT LAKE RIDGE RESIDENT ASSOCIATION, hereinafter called the “Association.”

Section 1.02 – Purposes:

The purposes of this organization are to promote and further the common interests of the residents of Westminster at Lake Ridge, and to communicate and cooperate with the Westminster at Lake Ridge management in creating and cultivating a healthful, enjoyable, active, constructive, and useful community life.

Section 1.03 – Membership:

All residents of Westminster at Lake Ridge are automatically members of the Association.

ARTICLE II. MEETINGS OF MEMBERSHIP

Section 2.01 – Place and Time:

Meetings of the Association shall be held at such places in Westminster at Lake Ridge and at such times as may be fixed by the Resident Council, hereinafter known as the “Council,” of the Association. An annual meeting shall be held between March 1st and March 14th of each year on a date to be determined by the

Council. Special meetings of the Association shall be called by the President upon written request of not less than 10% of the members.

Section 2.02 – Notice of Meetings:

Not less than five (5) days' notice of each Association meeting shall be given by means of the residents' central message boxes and in-house television.

Section 2.03 – Quorum and Voting:

Not less than 30% of the membership must be present for the Association to conduct its business at an official meeting of the Association.

ARTICLE III. ANNUAL ELECTION OF COUNCIL MEMBERS

Section 3.01 Annual Election by Members:

All members will be elected for two (2) year terms. Four (4) members shall be elected in odd years and five (5) members in even years. No Council member having served a full two (2) year term shall be eligible to serve again as a Council member until at least one year after the term expired. Vacancies occurring between annual meetings shall be filled by appointment by the Council to serve until the next annual meeting.

Section 3.02 – Nominating and Election of Council Members:

Before January 1st each year, the Council shall appoint a Nominating Committee of five (5) Association members. This committee shall elect its own chairperson. Council members shall not be members of this committee.

(a) On or before February 1st, the Nominating Committee shall announce its list of nominees. At least two members shall be nominated for each vacancy. Copies of the announcement shall be distributed by way of the residents' central message boxes and in-house television. The Nominating Committee shall, in their Nomination of Candidates Announcements, include an advisory of members' rights under Article 3.02.

(b) Within seven (7) days after the announcement by the Nominating Committee, any five (5) or more members of the Association may present to the Association President or Secretary a written nomination of any other candidate for election, accompanied by written consent to serve, if elected.

(c) Within fourteen (14) days after the announcement by the Nominating Committee, the committee will prepare ballots and place one for each member in the appropriate central message boxes. Ballots will bear instructions advising where completed ballots will be deposited and the final date by which they will be accepted. Absentee ballots will be available upon request to the Nominating

Committee and must be returned before the election date. The Nominating Committee will collect the ballots and tabulate the results. Those receiving the largest number of votes will be the newly elected members. In case of a tie, a written ballot will break the tie.

ARTICLE IV. RESIDENT COUNCIL

Section 4.01 – Number:

There shall be nine (9) elected members of the Council.

Section 4.02 – Election of Officers:

The Council shall elect from its members the President, Vice President, Secretary, and Treasurer. The Council may also elect from the members of the Association an Archivist and such other officers as it may deem appropriate.

Section 4.03 – General Powers:

The Council shall have full power to conduct, manage, and direct the operations and affairs of the Association. The Council may solicit such monies as may be needed to finance the Association's approved projects and activities. No single expenditure of such monies in excess of \$300 may be made without the prior approval of a majority of the residents present at a scheduled meeting of the Resident Association.

Section 4.04 – Meetings:

Meetings of the Council shall be held at Westminster at Lake Ridge at such times as may be required. The Council shall hold at least one meeting each month.

Section 4.05 – Notice of Council Meetings:

Timely and effective notice of meetings, including agenda, shall be given to Council members, the Executive Director of Westminster at Lake Ridge, and other invited guests.

Section 4.06 – Attendance at Meetings:

Attendance at Council meetings will be limited to Council members and others that the Council may invite.

Section 4.07 – Quorum:

The presence of six (6) members of the Council shall constitute a quorum for the transaction of business; however, a minimum of five (5) affirmative votes shall be required for any Council action.

Section 4.08 – Auditing:

The Council shall arrange for an annual audit of the financial records of the Association.

ARTICLE V. OFFICERS

Section 5.01 – President:

The President shall be the chief executive officer of the Association and shall have general supervision and responsibility for its operations and affairs, subject to the direction and control of the Council. The President shall preside at meetings of members of the Association and of the Council.

Section 5.02 – Vice President:

The Vice President shall assist the President, as requested, in the performance of all matters pertinent to Association and Council business and perform such other duties as requested by the President.

In the absence or disability of the President or when so requested by the President, the Vice President shall have the powers and duties of the President.

Section 5.03 - Secretary:

(a)The Secretary shall record the minutes of meetings of the Association; shall see that notices of meetings, including agenda, are appropriately distributed and posted; and shall prepare all reports and correspondence as instructed by the Council.

(b) The Secretary shall record the minutes of the Council meetings; shall see that notices of meetings, including agenda, are appropriately distributed; and shall prepare all reports and correspondence as instructed by the President.

(c) The Secretary shall insure maintenance of the Archives of the Westminster at Lake Ridge Resident Association.

Section 5.04 – Treasurer:

The Treasurer shall be responsible for the receipt, collection, disbursement, and custody of any funds of the Association and shall keep proper financial records.

Section 5.05 – Archivist:

(a)The Archivist shall maintain the Archives.

(b) The Archives of the Association shall consist of such documents as are determined to be necessary for the conduct of Council business and to provide an historical record of Association activities. Such documents shall include the

Constitution and Bylaws of the Association and the minutes of all formal meetings held by the Council and the Association.

(c) The Archives of the Association may include documents provided by the Westminster Management for the information of residents, such as the annual Disclosure Statements, budget documents, results of surveys, and other material of general interest to the residents.

(d) The Archives of the Resident Association shall be maintained in a place designated for that purpose by the Council.

ARTICLE VI. COMMITTEES

Section 6.01 – Appointment, Powers, and Duties:

The Council may, from time to time, establish such committees it believes needed and beneficial to the Association. Reporting to the Council shall be by request.

ARTICLE VII. MISCELLANEOUS

Section 7.01 – Compensation:

No member of the Council shall be entitled to compensation for services performed. Any Association member may be reimbursed for reasonable expenses incurred for any special work performed as directed and approved by the Council.

Section 7.01 – Communication:

Association members may forward written communications to the Council President or Secretary. All messages are to be signed and deposited either in the message box of the Council or delivered personally to the President or Secretary, or sent to them by e-mail. The Council will acknowledge and make appropriate responses to all such messages.

ARTICLE VIII. AMENDMENTS

Section 8.01 – Amendments:

Any resident may propose an amendment to the Bylaws by submitting a written proposal to the Council accompanied by the names and signatures of not less than 25 Association members supporting the proposed amendment.

(a) The Council will review the proposed amendment and present its recommendations to the Association at a regularly scheduled meeting. The text of any proposed amendment forwarded for consideration by the Association shall be made available to Association members in writing at least 20 days prior to the meeting at which a vote is to be held.

(b) A proposed amendment must be approved by a vote of two-thirds of the membership present at the regularly scheduled meeting of the Association considering the proposed amendment.

ARTICLE IX. EFFECTIVE DATE

Section 9.01- Effective Date:

The Constitution and Bylaws became effective September 21, 1993 when it was approved, as required by Article VIII above, by an affirmative vote of the members of Westminster at Lake Ridge Resident Association.

Section 9.02 – Effective as Amended or Updated:

February 3, 1994

September 7, 1994

September 6, 1995

August 6, 1997

September 6, 2000

May 5, 2004

July 6, 2005

July 30, 2009 Administratively Updated

November 3, 2010

February 1, 2012

June 6, 2013

February 6, 2013

February 1, 2017

February 22, 2017 Administratively Updated

