

Heritage Heights Resident Association
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Article I - Name

The name of the organization shall be Heritage Heights Resident Association, (referred to as the “Association”).

Article II - Purpose

To represent the Residents of Heritage Heights (referred to as “HH”) by:

- A. Promoting communication, mutual understanding and cooperation among the Residents of Heritage Heights, the Havenwood Heritage Heights (referred to as HHH) Administration, Staff, and Board of Directors.
- B. Promoting mutual understanding and cooperation within the Heritage Heights and Havenwood communities.
- C. Promoting programs and activities that enhance and enliven HH to foster a sense of community and to provide a healthy, enjoyable, and safe community life.

Article III - Membership

- A. All Residents of HH (referred to as “Residents”) are members of the Association and shall have one vote at Regular and Special Meetings of the Association. Voting must be in person unless otherwise approved by a majority of those present at a meeting of the Executive Council.

- B. All people residing at Havenwood are welcomed to attend all Association activities but have no vote and are not eligible to hold office in the Association or serve on any Committees (other than joint Heritage Heights/Havenwood Committees).

Article IV - Executive Council

- A. The Officers, with input, advice, and counsel from the members of the Executive Council (referred to as the “Executive Council”), shall conduct the business of the Association.
- B. The Executive Council shall be composed of the Officers, the Area Representatives, and the chair of each Standing Committee.
- C. Each member of the Executive Council shall have one in-person vote, except that if any Area has more than one Area Representative, only one of those Area Representatives will be able to vote.
- D. If an Area Representative or a chair of a Standing Committee is unable to attend a meeting of the Executive Council, he/she may designate a person to attend and vote in his/her place.

Article V - Elections and Terms of Officers and Area Representatives

- A. The Officers of the Association shall be Chair, Vice Chair, Assistant Vice Chair, Secretary, and Treasurer (individually called an “Officer Position”).
- B. Nominations for Officers
 - 1. A slate of willing candidates for the open Officer Positions shall be presented by the Nominating Committee (see Article IX (A)) at the Annual Meeting of the Association. Nominations from the floor will be permitted.
 - 2. Only Residents can be Officers.
 - 3. A person need not be present at the meeting to be elected, but if he/she is not present, prior to the meeting he/she must submit a written consent to serve.
- C. Officer Election and Term of Office
 - 1. The term of office for the Chair, Vice Chair and Assistant Vice Chair shall commence on January 1 of an even numbered year and expire on December 31 of the next odd numbered year.
 - 2. The term of office for the Secretary and Treasurer shall commence on January 1 of an odd numbered year and expire on December 31 of the next even numbered year.
 - 3. Officers will be elected at the Annual Meeting to fill positions that will become vacant as of the next January 1 because of expiration of a term of office. Officers will be elected in that situation by vote of a majority of the Residents present at the Annual Meeting.
 - 4. An Officer may be removed from office if no less than twenty-five Residents sign and deliver to the Secretary a written petition stating that they want the Officer removed; and subsequently no less than fifty percent of the total number of Residents cast a vote to remove the Officer at a Special Meeting called for that purpose. The Special Meeting shall be held no later than two weeks after the Secretary receives the written petition and may be called for this purpose by any Officer, who shall follow the procedures described in Article VIII(A)(4).
 - 5. An Officer may resign by giving written notice to the Chair or the Secretary.
 - 6. A vacancy in the position of the Chair shall automatically be filled for the unexpired term by the Vice Chair and a vacancy in the position of Vice Chair

shall automatically be filled for the unexpired term by the Assistant Vice Chair.

7. Vacancies in the positions of Assistant Vice Chair, Secretary, and Treasurer that are not due to the expiration of a term of office shall be filled to complete the unexpired term by in-person vote of a majority of those present at the first meeting of the Executive Council following the occurrence of the vacancy.

D. Area Representatives

1. Area Representatives shall be elected for a two calendar year term commencing on January 1 of each even numbered year by majority in-person vote of those Residents in their Area in attendance at the Area meeting immediately preceding the beginning of such term.
2. Areas may have more than one Area Representative and such other Area officers, committees and task groups for the Area as the Area may choose. Only Residents who live in the Area may be an Area Representative of that Area.
3. Area Representative vacancies shall be filled for the unexpired term by majority in-person vote of those Residents in their Area at the first Area meeting following the occurrence of the vacancy.

E. Term Limits

1. No person who has been elected to a particular Officer Position three times (whether or not those three terms are consecutive) may be elected to serve in, or may serve in, the same Officer Position ever again.
2. No person who has been elected three times to be an Area Representative for one or more Areas (whether or not the three terms are consecutive) may be elected to serve as, or may serve as, an Area Representative ever again.
3. Nothing in this Section Article III(E) shall be interpreted as meaning that a person is obligated or entitled to serve an additional term, even if doing so is permitted by the above Term Limit provisions.

Article VI - Duties of the Association Officers and Area Representatives

A. Duties of Association Officers

1. Chair

- a. Preside over all meetings of the Association and Executive Council.
- b. Coordinate the work of the Standing Committees and form Special Committees as needed.
- c. Be a member ex officio of all Standing and Special Committees and attend their meetings as needed or desirable.
- d. Represent the Association and report at HHH Board of Directors meetings.

2. Vice Chair

- a. Assist the Chair and assume his/her role if needed.
- b. Assume other duties as requested by Chair.

3. Assistant Vice Chair

- a. Assist the Vice Chair and assume his/her role if needed.
- b. Assume other duties as requested by Chair.

4. Secretary

- a. Record minutes of Regular and Special Meetings of the Association, and (i) distribute a draft of the minutes to members of the Executive Council, (ii) make corrections to the draft minutes when appropriate; (iii) distribute a final version of the minutes to members of the Executive Council after it is approved at the next Resident Association meeting, and (iv) post a copy of the final minutes in one or more public locations as determined by the Executive Council.
- b. Record and distribute minutes of the Executive Council Meetings to members of the Executive Council.
- c. Keep a complete and accurate file of documents pertaining to the business and activities of the Association and the Executive Council. A copy of the file will be kept in the HH Library and will be available for review by Residents.

5. Treasurer

- a. Receive bills, record the amounts, and forward the bills to HHH Financial Services for payment.
- b. Report the status of the Association's expenditures and remaining current budget amount at Regular and Executive Council Meetings.
- c. Present to the Executive Council for consideration all requests for non-budgeted disbursements.
- d. The Treasurer is not responsible for use of any monies made available to Committees or Activity Groups but is only responsible for recording when Association funds are given to a Committee or Activity Group. The leaders of Committees or Activity Groups receiving the funds are responsible for the proper use of, and record keeping with respect to, the funds and will make reports with respect to the uses when requested by the Chair.

B. Duties of Area Representatives

1. Attend Executive Council Meetings and bring concerns from their Area to Executive Council meetings.
2. Distribute copies of the draft and final versions of the minutes of each Resident Association meeting and of the final version of the minutes of each Executive Council meeting to Residents of their Area.
3. Conduct Area Meetings.
4. Introduce new Area Residents at the first Area meeting after the Resident moves into the Area.

Article VII – Budget Process

- A. Unless a different Budget Process is established by vote of the Executive Council and approved by the Administration, the Budget Process for the Association will be as set forth in this Article VII.
- B. Each Standing Committee and Activity Group may submit a budget request to the Treasurer by July 15 of each year. If a Standing Committee or an Activity Group fails to submit a budget request by that date, the Standing Committee/Activity Group will

- not receive a budget allocation for the following calendar year.
- C. The Treasurer will develop a draft budget for the following calendar year with input from the Officers, the Standing Committees, and the Activity Groups.
 - D. By September 1st of each year, the Chair and Treasurer will meet with the HHH Administration to establish a funding amount for the following year.
 - E. The Treasurer will notify each Standing Committee and Activity Group of the amount allocated to it for the following calendar year, if any.
 - F. Budget allocations may be altered with the approval of the Chair, the Treasurer, the Administration (if required) and all other parties concerned; but the aggregate amount of the overall budget may not be increased without the approval of the Executive Council and the Administration.

Article VIII - Meetings

A. Association and Executive Council Meetings

1. Unless the Executive Council votes to schedule meetings on days that are different from what is set forth below, the schedule for meetings will be as set forth in this Article VIII(A).
2. The Association shall meet on the second Wednesday of February, April, June, October, and December (referred to as "Regular Meetings"). The December meeting is designated the "Annual Meeting." Whatever Residents are present at an Association Meeting shall constitute a quorum.
3. The Executive Council shall meet on the third Wednesday of January, March, May, September, and November. At Executive Council Meetings, Area Representatives from four Areas and at least one Officer shall constitute a quorum.
4. The Chair of the Association may call a Special Meeting of the Association by notifying Residents one week in advance. Special Meeting shall also be called by Chair if at least 25 Residents have requested one, by written notice, on a specific motion or topic. Twenty-five percent of the Resident population shall constitute a quorum at a Special Meeting.
5. The Chair may call a Special Meeting of the Executive Council by notifying members of the Executive Council one week in advance. At a Special Meeting of the Executive Council, Area Representatives from four Areas and at least one Officer shall constitute a quorum.
6. The Officers will meet on the days the Chair determines. The Officers may hold "Only the Officers" meetings that are open only to the Officers and individuals they specifically invite to attend.
7. The CEO of HHH, the Administrator of HH Housing and the Director of Maintenance shall be invited to attend all meetings of the Association and Executive Council, except for "Only the Officers" meetings. All HHH Staff Members and Members of the Board of Directors are welcome to attend and may be called upon to report.
8. If for any reason having an in-person meeting is impractical or unsafe, the Chair may call for a virtual meeting with 15 days prior notice (including access instructions) to all Residents/Executive Council members (as applicable), the

CEO of HHH, the Administrator of HH Housing and the Director of Maintenance. Any Resident attending virtually will be deemed to be present in person.

9. All Association and Executive Council meetings are open to all Residents except "Only the Officers" meetings; provided, however, that only members of the Executive Council may speak and vote at meetings of the Executive Council.

B. Area Meetings

1. Unless otherwise approved by a majority of those present at a meeting of the Executive Council, Area Meetings shall be held at a time that will permit the minutes from the meeting to be submitted to Secretary at least one week in advance of the next Executive Council Meeting; but shall not be held more than three weeks prior to the next Executive Council Meeting.

Article IX – Committees and Activity/Task Groups

- A. Nominating Committee - When needed, a Nominating Committee, having an odd number of members, will be appointed by the Chair. One of the individuals chosen by the Chair will lead the Nominating Committee. Nominating Committee meetings may be attended only by members of the Nominating Committee.

B. Standing Committees

1. As of the date these Bylaws were adopted, the Standing Committees include Program, Dining, Library, Grounds and Wellness.
2. The Executive Council may vote to establish, combine, or eliminate one or more new or existing Standing Committees.
3. The Standing Committees shall develop and coordinate programs, in conjunction with the Administration, to improve the lifestyle of the entire HH community and to improve communication among Residents, Staff and Administration.
4. Unless otherwise approved by the Executive Council, each Area may designate up to two of its Area Residents as its liaison to a Standing Committee. The liaisons are referred to as "Members" of the Standing Committee.
3. Standing Committee meetings may be attended by all interested Residents; but the opportunity to speak at, participate in, and vote at a Standing Committee meeting may be limited in accordance with rules and procedures adopted by majority vote of the Standing Committee Members.
4. Each Standing Committee shall choose its own Chair by majority vote of its Members. Vacancy through resignation or other reason, shall be filled by majority vote of the Standing Committee Members at its next meeting.
5. Each Standing Committee must have a person from the Staff to provide liaison to the Administration.

- C. Joint Committees – The Executive Council may agree to form a joint committee with the Havenwood Resident Association on such terms as the Executive Council deems appropriate.

D. Activity/Task Groups

1. Activity Groups may be formed by Residents. All Activity Groups must permit all interested residents of both Havenwood and Heritage Heights to participate in the Activity Group's activities. Examples of Activity Groups as of the date these Bylaws are being adopted include, but are not limited to, World Concerns, HHH University, Hiking/Biking Club, and the Triple H Singers.
2. Task Groups may be created by the Executive Council for a special purpose and shall be dissolved (i) automatically once the purpose is completed or (ii) by Executive Council order before the purpose is completed. Task Groups shall report progress at Regular Meetings.

Article X- Notices/Distributions

All notices required under these Bylaws and any items that are to be "distributed" will be given/distributed in writing to each person entitled to receive the notice or item. Notices and/or distributions may be made: (i) by including the notice or distribution in the HHH weekly publication (i.e. News & Previews); (ii) by being placed in the recipient's mailbox at HH; (iii) by a writing placed securely in the recipient's residence door or personally hand-delivered to the recipient; (iv) by email if the recipient has stated in writing his/her consent to receiving notices by email; or (v) by any other reasonably reliable method that is approved by the Executive Council.

Article XI - Amendments and Revisions to Bylaws

- A. Amendments and/or revisions to these Bylaws may be made at any Regular or Special Meeting by a 2/3 vote of the Residents present. The proposed changes must be distributed to all Residents at least 15 days prior to the date of the Meeting.
- B. Changes to these Bylaws may be proposed: in a writing delivered to the Chair and signed by twenty-five or more Residents; by majority vote of the entire Executive Council; or by majority vote of the Officers.
- C. No substantive change may be made to a proposed amendment at the Regular Meeting at which the proposed amendment is presented for consideration.
- D. In case of urgent need, the Bylaws may be suspended by a 2/3 vote of the Residents present who are entitled to vote. Urgent need must be specified in Minutes and the suspension will cease as soon as the urgent need ends.

Article XII - Parliamentary Authority

While it is intended that all Meetings be informal, their conduct will be informed by guidelines laid down by Robert's Rules of Order.