

NEWBRIDGE INDEPENDENT LIVING MEMBERS ASSOCIATION BY-LAWS
(as amended February 13, 2014)

ARTICLE I
NAME & NILMA MEMBERSHIP

The name of this organization shall be the NewBridge Independent Living Members Association (“NILMA”). A member residing in an independent living residence (“Residence”) at NewBridge on the Charles (“NewBridge”) shall be a “Member” of NILMA. Members shall be represented by a Member Council, hereinafter referred to as the “Council”. The Members shall elect Council Representatives (“Representatives”), and each Member shall have one Member vote.

The Council is an advisory body to NewBridge management.

ARTICLE II
COUNCIL PURPOSE

The purpose of the Council is to represent the interests of the Members to NewBridge management and to promote and provide for the welfare of Members.* More particularly, the purposes of the Council shall be to:

1. Endeavor to enhance the quality of life of the Members.
2. Seek management's compliance with its statutory obligations under Massachusetts law, including informing Members of NewBridge's financial health.
3. Facilitate communication between Members and NewBridge management.
4. Make recommendations to NewBridge management on matters of Member concern.
5. Identify issues requiring study or analysis and participate with NewBridge management in addressing such issues.
6. Share information with the Members on proposed legislation, regulations and other issues such as health and safety that may arise and affect their well-being.
7. Process Member grievances in accordance with the Grievance Policy set forth in Article X.

ARTICLE III
COUNCIL MEMBERSHIP

Section 1. Composition.

- a. The Council shall consist of eleven (11) Representatives elected by the Members, one from each Voting Unit. The following comprise a Voting Unit: each of four (4) floors of the North building; each of three (3) floors of the South building; the Community Center apartments; the North and South villas, combined; and the Cottages. There shall be two (2) Representatives from the cottages.
- b. The immediate past President of the Council shall serve on the current Council without voting privilege for one (1) year following his/her administration.

Section 2. Selection of Representatives.

- a. Except as otherwise provided in Sections 4 and 5 hereof, the required number of representatives to fill the vacancies shall be elected by the Members each year. Representatives shall serve no more than two (2) consecutive two year terms.
- b. Two (2) years shall elapse before Representatives shall be eligible to serve again.

* Ref.: Mass. Gen. Laws, Ch. 93, Sec. 76 as amended by Ch. 419 of the Acts of 2012.

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- c. A Representative who has served more than half (1/2) a term, i.e., more than one year, shall be considered to have served a full term, that is two (2) years.
- d. Two (2) Members living in the same Residence shall not be eligible to serve as Representatives in the same term.
- e. Any Member, who is not disqualified under this Section and who anticipates being able to attend almost all the Council meetings, shall be eligible to be elected a Representative.

Section 3. Duties of Council Representatives.

The Council Representatives shall make themselves available to their Voting Unit members to review the minutes of the Council's monthly meetings and to discuss matters of interest to the members. The Representatives shall call a meeting of the Voting Unit at least once every three (3) months to review the minutes and hear concerns of common interest of their constituents. NBOC department heads or their designees may be invited to these meetings to address common issues or make presentations.

The Representatives shall also assist their constituents to resolve individual problems by referring them to the appropriate person or department. If no satisfactory resolution is found, the Representative shall determine if it is appropriate to bring such problem before the Council.

Section 4. Vacancies.

A council member's position shall be considered vacant if a Representative is unable to serve for three (3) consecutive months, or resigns, or has been absent for three (3) consecutive monthly meetings.

The President of the Council shall determine whether a vacancy exists and the President or his/her designee shall call for a special election and, after written notice to the Members of the Voting Unit, shall convene a meeting of the Voting Unit to seek nominations of a Member(s) willing to serve as Representative of that unit for the remaining portion of the former Representative's uncompleted term.

Section 5. Temporary Vacancies.

The President with the advice and consent of the members of a Voting Unit may make a temporary appointment of a Member of that Voting Unit, if its elected Representative is unable to serve. Such appointment will be for a maximum of three (3) months after which the provisions of Article III, Section 4. Vacancies, will apply.

ARTICLE IV ELECTION OF REPRESENTATIVES

Section 1. Nominations.

Nominations for the regular election of Representatives of a Voting Unit shall be submitted in writing by any Member of that Voting Unit to any member of the Nominating Committee during the first seven (7) days of May each year, and for a special election during the seven (7) days after the meeting of the Voting Unit convened under Article III, Section 4.

Those who are nominated as candidates must meet the conditions of eligibility specified in Article III, Section 2.

Section 2. Voting.

Ballots listing all nominees for each voting unit in alphabetical order shall be distributed to each Member of the respective Voting Unit as soon as possible following the close of nominations, with special instructions specifying where and when ballots may be cast.

- a. Elections shall be scheduled so as to be completed by the twenty-first (21st) day of May each year. Absentee ballots must be received no later than that date. Special elections shall take place within fourteen (14) business days of the deadline of the nominations.

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- b. The Nominating Committee shall count the votes, and shall promptly notify the Council President of the election results.
A plurality shall elect, and in the event of a tie, a decision shall be by lot.
- c. The President shall ensure that all elected Representatives are notified, and that the election results are promptly posted in the mailrooms and on the bulletin boards.
- d. Elected Representatives shall take office at the first meeting of the Council following their election, after the Representatives who had attended the previous meeting of the Council and are present, have approved the minutes.

ARTICLE V OFFICERS

Section 1. Designation.

The Council Officers shall be a President, a Vice-President, and a Secretary.

Section 2. Selection.

The Officers shall be elected by the Council at the first meeting after each annual election, to serve for a term of one (1) year, or until their successors are elected.

A plurality shall elect, and in the event of a tie, the decision shall be by lot.

Section 3. Eligibility.

Only a Council Representative shall be eligible to serve as an officer.

Section 4. Duties.

- a. The President shall preside at all Council and Member meetings, prepare the agenda and ensure that notice is provided for each meeting, appoint committee chairpersons from among the Members, recommend Members and other qualified individuals to committees in consultation with the committee chairs in accordance with Article VIII, and serve as liaison with NewBridge management between meetings of the Council.
 - 1. The President shall schedule meetings of the Council.
 - 2. The President shall serve as an ex-officio member of all committees, except the Nominating Committee.
 - 3. The President shall serve on the Hebrew SeniorLife Continuing Care Retirement Community (CCRC) Committee, with vote.
 - 4. The President shall serve no more than a total of two one-year terms.
 - 5. The outgoing President shall preside over the new Council for the election of a new President. The new President shall then preside for the election of a Vice-President and Secretary and continue the meeting.
- b. The Vice-President shall perform the duties of the President in his/her absence.
- c. The Secretary shall keep minutes of all meetings and distribute them to all Council Representatives.
 - 1. Draft Minutes shall be distributed to all Council Representatives at least seven (7) days prior to the next Council meeting at which time the Council will vote to approve.
 - 2. The approved Minutes of the Council meetings shall be available to all Members in a notebook in the library. Additional copies shall be available at the Concierge desk and in the Cottage Clubhouse.

Section 5. Vacancies.

If an Officer is unable to serve, the position shall be filled by vote of the Council for the balance of the unexpired term.

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ARTICLE VI MEETINGS OF THE COUNCIL

Section 1. Meetings.

Regular meetings of the Council shall be held, at a minimum, once each month.

- a. Notice of regular meetings shall be given at least seven (7) days prior to the date of the meeting and shall include the agenda for the meeting prepared by the President.
- b. Any Member may request to have an item put on the agenda and to speak to that item. Such requests must be submitted in writing and received by the President at least ten (10) days prior to the meeting.

Section 2. Special Meetings.

Special Meetings may be called by the President and may also be called at the written request of at least five (5) Council Representatives.

Notice of special meetings shall state the purpose of the meeting, and shall, except in an emergency situation, be given at least four (4) days prior to the date of the meeting.

Only the business included in the call of the special meeting shall be transacted.

Section 3. Non-members of the Council in Attendance.

- a. The Executive Director of NewBridge or his/her designee may attend meetings of the Council to observe the proceedings, receive suggestions and requests, and report to the Council on matters of interest to the Council.

Additional NewBridge management personnel may attend at the request of the Council with approval of the Executive Director.

- b. Except as provided in Article X, Section 1, any Member of NewBridge may attend meetings of the Council without voice or vote unless invited by the Council to speak.
- c. With the approval of the President, any person not a Member of NewBridge may attend meetings of the Council without voice or vote. Family of Members need not obtain such approval.

Section 4. Quorum and Voting.

A majority of the Council Representatives shall constitute a quorum at any meeting. Each Representative at the meeting will have one (1) vote and only those present can vote.

ARTICLE VII MEETINGS OF MEMBERS

1. The President shall schedule an annual meeting of Members at which the President shall present an annual report of the Council's activities.

Meetings of Members shall also be scheduled by the President for the vote of the Members on any by-laws approved by the Council (see Article XI), and for any other purpose the President or the majority of the Council may deem advisable.

In addition, if fifteen Members request a meeting in writing, including in such request a written agenda, the President shall schedule a meeting of Members within thirty days of such request and shall provide Members with written copies of such agenda in accordance with paragraph 3 below. Members or Representatives may also submit written additional items to the agenda provided that there is sufficient time to comply with paragraph 3 below.

2. Meetings of Members may be scheduled at the beginning or at the end of a community meeting.
3. Written notice of any meeting shall be given to the Members at least seven (7) days prior to the date of the meeting and shall include the agenda for the meeting prepared by the President.

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ARTICLE VIII COMMITTEES

Section 1. Establishment of NILMA Committees.

The Council may establish and dissolve committees, as it considers necessary.

- a. A chairperson of each committee shall be appointed by the President of the Council after consultation with the current committee chair, if any, to serve for a term of one (1) year.
- b. A chairperson of a committee shall not be eligible to serve on that committee for more than three (3) consecutive terms of one year each, i.e., three (3) years total. In exceptional cases, (e.g., specialized knowledge) the Council may approve that a chairperson of a committee serve more than three (3) consecutive terms, i.e., more than three (3) years.
- c. Members of committees shall be appointed by the chairperson of that committee in such number as he/she considers necessary.
- d. Members of committees may, but need not, be Council Representatives.
- e. Members of committees shall serve on no more than three (3) committees at one time.
- f. Members of committees shall not be eligible to serve on a committee for more than three (3) consecutive terms of one year each, i.e., three (3) years. In exceptional cases, (e.g. specialized knowledge) a member of a committee may serve more than three (3) consecutive terms, i.e., more than three (3) years. A member of a committee, who has served on a committee for three (3) terms (i.e. three (3) years) and has then been replaced, may rejoin that committee after a two (2) year interval.
- g. A chairperson of a committee may request to be on the agenda of a Council meeting.
- h. The President may also establish *ad hoc* committees for special purposes, for a limited time only, initially not to exceed one year. The President shall appoint a chairperson, and the chairperson may appoint members of the committee.

Section 2. Nominating Committee.

The Nominating Committee shall consist of at least three (3) members (including the chairperson) who shall serve for one year. The President shall appoint the chairperson of the Nominating Committee. The chairperson shall appoint the members of the committee no later than the April Council meeting and shall inform the Council of the persons appointed. (Amended February 13, 2014).

The Nominating Committee shall manage the election of Representatives and shall encourage Members of NewBridge to consider becoming a Representative. The Nominating Committee shall verify that the candidates for Representative meet the eligibility requirements of Article III, Section 2.

Section 3. Committee Reports.

Chairpersons of committees shall attend meetings of the Council or meetings of the Members when requested to submit and discuss their reports.

ARTICLE IX AFFILIATIONS

NILMA shall be affiliated with the Massachusetts Life Care Residents Association (MLCRA). The President shall be a representative to MLCRA and there may be additional representatives if allowed by the MLCRA.

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ARTICLE X GRIEVANCES AND DISPUTES

1. If a Member of NewBridge has a grievance or a dispute with management, with another resident, or with an employee (including managers), the Member may present the grievance or dispute to the Council. If the Member, the resident, or the employee requests, the Council shall discuss the matter in executive session.

The Council may also discuss problems involving particular employees (including managers) or residents in executive session if a majority of the Council votes to do so.

2. If the Council shall determine that the matter has merit, and the Member requests, the President shall discuss the matter with Management. If the grievance is not resolved, the Member may appeal to the HSL CCRC Committee. This process does not preclude such Member of NewBridge from making use of any legal remedies.

ARTICLE XI AMENDMENTS

These by-laws may be amended at any meeting of the Council by a two-thirds (2/3) vote of Representatives provided that such amendment(s) shall have been submitted to the Council Representatives, in writing, at least seven (7) days prior to the Council meeting at which the amendment(s) is to be proposed.

Any amendment(s) adopted by the Council shall not take effect until approved by the Members at a meeting called by the President. At least seven (7) days prior to such meeting, Members shall be provided with written copies of such amendment(s). At the meeting, the Members, by majority of the Members present, may vote to approve, reject, or alter such amendments.

ARTICLE XII

If not covered by these by-laws, the Council may consider the most recent edition of Robert's Rules as a reference.

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End of the by-laws as originally approved at the September 2, 2010, the June 7, 2012, and the June 13, 2013 Members' meetings.