

**CONSTITUTION  
OF  
ST. PAUL'S TOWERS RESIDENTS' ASSOCIATION**

**ARTICLE I**

IDENTIFICATION - This Organization shall be known as the St. Paul's Towers Residents' Association, hereinafter referred to as "the Association."

St. Paul's Towers is a Retirement Community owned and operated by Covia.

The term "Administration" as used herein refers to the Executive Director of St. Paul's Towers and to Covia.

**ARTICLE II**

PURPOSES – The purposes of the Association are

(1) To promote the well-being of residents of St. Paul's Towers through pleasurable, recreational, educational and other non-profitable activities, including the collection of monies from, and the expenditure of those monies and any earnings thereof on behalf of members of the Association, subject to the limitations of purpose and timing of expenditures stated in this Constitution.

(2) To provide the channel of communication between residents and Administration for the purpose of transmitting the views of each and promoting understanding. This purpose will be implemented by the Residents' Council, which is elected from the Association membership. The normal line of communication shall be through the Executive Director to work with the Administration to maintain and enhance the quality of life for all residents.

**ARTICLE III**

MEMBERSHIP – Membership in the Association shall be limited to residents of the community known as St. Paul's Towers. Each individual resident shall be entitled to one vote. Any resident shall be entitled to participate in and exercise the vote in relation to any designated social activity of any specific group of residents, and shall not be deemed to be a participant excepting when and to the extent that he or she expressly indicates such desire and intention.

**ARTICLE IV**

**OFFICERS AND ELECTIONS**

Section 1 – A Residents' Council (herein referred to as the Council) of seven voting members shall be elected by the Association to represent the members of

the Association within the provisions of the law, the Constitution, and the By-Laws.

Section 2 – The Council shall elect, from among its own members, officers of the Association as follows: A president, a vice-president, a secretary, and a treasurer, election to be held annually.

Section 3 – The president shall preside at all meetings of the Association and of the Council

Section 4 – The vice-president shall act for the president when, for any reason, the president is absent or not available or is unable to serve, and if for any reason the president resigns or for any reason is permanently unable to serve, the vice-president shall be come president.

Section 5 – The secretary shall keep the minutes of all Association and Council meetings, and a record of all actions taken by the Council

In the event the neither the President nor the Vice President is present, the secretary shall call the meeting to order, and the remaining council members shall immediately elect a chairman pro tem to preside during that meeting. Such office is terminated by the entrance of the President or Vice President.

Section 6 – The treasurer shall have custody of and accountability for all funds that may accrue to the Association. Payment from Association funds shall be made only on order of the Council.

## **ARTICLE V**

### **LIMITATIONS**

Section 1 – Neither the Association nor the Council shall incur any indebtedness, obligations, operational responsibility or financial liability.

Section 2 – No part of any monies collected by the Association from its members or any earnings thereof shall inure to the benefit of any member of the Association or to the benefit of any person having a personal or private interest in the activities of the Association.

Section 3 – No substantial part of the activities of the Association shall involve, nor any substantial part of the monies received by the Association be expended for, attempting to influence legislation or for participation to any extent in a political campaign for or against any candidate for public office.

Section 4 – The Association through its officers may make payments or distributions from the monies received by it for the purposes for which the monies were donated by individual members of the Association, or by their

representatives, so long as such purpose lies within the limitations expressed in this Constitution.

Section 5 – The Association shall distribute its monies each year at such time and in such manner that the undistributed income shall not be subject to tax under either Federal laws or the laws of the State of California.

Sections 6 – Should the Association be dissolved for any reason, the assets at the time of such dissolution shall be distributed to such charitable organization as the Association or its Council at that time shall determine.

## **ARTICLE VI**

### **MEETINGS**

Section 1 – A general meeting of the Association shall be held quarterly in January, April, August and December, unless cancelled by the Council. Members of the Council shall be elected at the December meeting of the Association.

Section 2 – Special meetings of the Association may be called by the Council or by petition signed by fifteen or more members of the Association. The date and purpose of the special meeting shall be announced by written notice posted on the Council's bulletin board, and by written notice placed in each apartment's message box, each at least a week in advance.

Section 3 - The rules contained in the current edition of Robert's Rules of Order shall govern the Association and the Council in all cases to which they are applicable and in which they are not inconsistent with the law, this Constitution, the by-laws, and any special rules of order the Association may adopt.

## **ARTICLE VII**

### **AMENDMENTS**

Section 1 – Amendments to the Constitution may be proposed by the Council or by petition signed by fifteen or more members of the Association.

Section 2 - A proposed amendment may be considered and acted on only at a general or special meeting of the Association, which shall be held on a date not less than ten days after written notice is posted on the Council's bulletin board, and written notice is placed in each apartment's message box, together with a statement of its purpose, opinions regarding its effect, and explanatory material.

Section 3 – An amendment to the Constitution to be adopted must receive the affirmative vote of two-thirds of the Association members present at a general or special meeting at which not less than a quorum is present.

**ARTICLE VIII**

**RESIDENT REPRESENTATIVE TO THE COVIA COMMUNITIES BOARD  
OF DIRECTORS**

Section 1 – Selection

The Resident Representative and an Alternate shall be selected by the Council. Both the Representative and the Alternate shall have been residents for at least one year when selected.

Section 2 - Term of Office

- A. The term of office shall be for two years at the pleasure of the Council.
- B. Neither the Resident Representative nor the Alternate shall serve more than two consecutive two-year terms. There must be a lapse of no less than one year from the end of his/her second two-year term before a Representative or Alternate can be eligible to be selected again for either office.
- C. If the Resident Representative is unable to attend a meeting of the Covia Communities Board of Directors, the Alternate shall take his/her place.
- D. If the office of Resident Representative becomes vacant, the Alternate shall become the Representative and the Council shall select another Alternate.

Section 3 – Relation to Council

- A. The selection of a Council member to serve as Resident Representative or alternate shall require his/her resignation from the Council.
- B. The Resident Representative shall serve as a non-voting member of the Council.

AMENDED: 2012, 2011, 2009, 2007, 2004, 2020

**ST. PAUL'S TOWERS**

**BY – LAWS**

**ARTICLE I**

**MEETINGS**

Section 1 – Fifty-three members shall be a quorum for transaction of business at a Residents' Association meeting off members physically present, or for a Residents' Association meeting via the Council's approved technology-based application (e.g. Zoom)..

Section 2 – Regular meetings of the Council shall be held each month except in the months that an Association Meeting will take place at a time and place specified by the Council. A Council Meeting may be cancelled at the discretion of the Council.

Section 3 – Special meetings of the Council may be called by the president or on written request signed by three or more members of the Council.

Section 4 – A quorum for transaction o business at any meeting of the Council shall be four members physically present or participating in a meeting via the Council's approved technology-based application (e.g. Zoom).

Section 5 – The Council may declare a vacancy if a Council member is absent from four regular Council and/or Association meetings in any one calendar year.

Section 6 – Minutes of all Association meetings and of all Council meetings shall be posted on the Council's bulletin board.

**ARTICLE II**

**RESIDENTS' COUNCIL**

Section 1 – Vacancies on the Council shall be filled for the unexpired term of service by a majority vote of Council members present at any regular meeting of the Council, subject to confirmation at a meeting of the Association. Alternatively, by direction of the Council, a vacancy may be filled by election at the meeting of the Association during which Council members are elected.

Section 2 – The Council shall set up and fund when necessary committees of residents to organize and carry out duties and activities that will contribute to the best interests of the Association. Committee chairs shall be affirmed each year by the Council. Representatives of these committees shall meet with the Council as necessary and submit reports and recommendations in writing when requested.

Section 3 – The Council shall develop cooperation to insure contacts and relationships between Association members and the Administration which will promote the most complete mutual understanding and confidence.

Section 4 – To facilitate performance of Council functions, members may be assigned by the President from time to time to perform temporary or continuing tasks in addition to those in Article II of the Constitution.

Section 5 – As part of its duties, the Council shall receive and consider recommendations, complaints and grievances which residents may present. Recommendations, complaints, and grievances must be in writing, with explanation of the specific matters involved. The Council shall conduct a fair hearing, including personal appearances by Association members before the Council, of all recommendations, complaints and grievances, and seek a just and amicable solution. This may include a special consideration by the Administration.

### **ARTICLE III**

#### **OFFICIAL PUBLICATION**

Section 1 – The official publication of the Association shall be TOWER TALK.

Section 2 – The editor of Tower Talk shall be chosen by the Council, and staff members shall be recruited by the editor.

Section 3 – Tower Talk shall be issued each month. Special numbers may be issued as necessary.

### **ARTICLE IV**

#### **HISTORIAN**

Section 1 - The Council shall appoint a Historian, who shall accumulate as complete a record as possible concerning the beginning, development, and establishment of St. Paul's Towers and of the Resident's Association. The record is to be a continuing one.

### **ARTICLE V**

#### **TERM OF OFFICE**

Section 1 – The term of Council members shall be as follows: The seven members of the first elected Council of whom four shall serve two years and three shall serve one year. Thereafter, the term of Council members shall be two years from January 1 following the date of election, except for those chosen by the Council or elected by the Association to complete an unexpired term.

Section 2 – Council members shall not be eligible for re-election until one year after expiration of a term of service on the Council of one year or more.

## ARTICLE VI

### NOMINATIONS

Section 1 – Before the meeting of the Association at which members of the Council are to be elected, the Council shall appoint a nominating committee of three members of the Association who on the date of their appointment have been residents for at least one year, are not current Council members, and are not candidates for membership on the Council.

Section 2 - This committee shall compile two lists of Association members as nominees for the next year's Council. One list shall contain the nominees for two year terms. If there is a vacancy for an unexpired term, the other list shall contain nominees for that unexpired term. Each list shall contain at least a number equal to the number of council vacancies.

Section 3 - In addition to these lists, nominations may be made by petition signed by at least 10 members of the Association, and filed with the Secretary of the Council at least 10 days before the date set for the election.

Section 4 - Candidates for the Council shall be limited to residents who will have been members of the Association for at least one year by January 1 following the election.

Section 5 - Nominations by the nominating committee shall be posted on the Council bulletin board and on TV at least 20 days before the date set for the election. Nominations by petition shall be posted on the Council bulletin board and on TV immediately after being received by the Secretary.

Section 6 – The candidates will be offered time at the November Council Meeting preceding the election to make an oral statement, not to exceed five minutes. A question and answer period for the candidates will be available, not to exceed thirty minutes. Each candidate may submit a written statement which will be posted in the main lobby, with copies available for any resident who desires one.

## ARTICLE VII

### ELECTIONS

Section 1 – Election to membership on the Council shall be by secret written ballot.

Section 2 - The names of nominees, chosen as provided in the Article VI, shall be set out on ballots prepared by the Council and furnished to each Association member present. The ballot shall show separately those nominees for a two-year term and those nominees for an unexpired term.

Section 3 - The presiding officer of the meeting shall appoint three tellers, none of whom shall be candidates or sitting council members, to count the votes and report the results to the presiding officer, who will announce the results by a report to be posted on the Council bulletin board, on TV, and in the next edition of Tower Talk. In addition, if the tabulation of the results is completed before the meeting is ended, the results shall be announced verbally by the presiding officer.

Section 4 – The term of newly elected members of the Council shall begin on January 1 following the election.

Section 5 – Within four days following the annual election, the Council members who will serve during the upcoming year shall meet and elect officers of the Association to serve during the next calendar year. This meeting will be facilitated by the current Council President with minutes taken by the current Council Secretary. Only members of the next year’s Council will be eligible to vote. The current Council President shall announce the results by a report posted on the Council bulletin board, on TV, in the next edition of Tower Talk and elsewhere as appropriate.

Section 6 – An Association member who will be absent on the date of the election of Council members may cast an absentee ballot as follows: On request, the Secretary of the Council will provide each such resident with a regular ballot which the resident will mark. The absentee shall enclose the marked ballot in an unmarked envelope; seal and enclose it in a second envelope, bearing the signature of the member thus voting, addressed to the Secretary of the Council; and place it in the Council’s ballot box.

Section 7 – An absentee ballot shall be placed in the Council’s ballot box at least 24 hours prior to the scheduled time of the meeting at which Council members are elected.

## **ARTICLE VIII**

### **MONEYS DONATED FOR SPECIFIC PURPOSES**

Section 1 – At the beginning of each new year amounts equal to the unspent moneys donated for specific purposes from the previous year shall be added to the appropriate line items of the new year’s budget.



**ARTICLE IX**

Section 1 – The By-Laws may be amended by a majority vote of the Council at any meeting at which at least four members of the Council are present. Such amendments shall be subject to ratification at the next meeting of the Association. An amendment to the by-laws is immediately effective upon ratification by the Association.

By-laws Amended 2020, 2017, 2014, 2012, 2011, 2009, 2006, 2002, 1977, 1974

## **Standing Rules**

### **Purpose**

To supplement and clarify the By-laws and facilitate the administration of Council programs.

### **Liaison with St. Paul's Towers Administration**

The Council President and the Executive Director shall meet weekly (when possible). Other Council members and other residents may be invited to attend also.

### **Council Members-at-Large**

Members-at-Large shall take on assignments as Council liaison representatives to selected Committees and other special tasks.

### **Resident Council Funds**

In December of each year the incoming Residents' Council Treasurer shall produce a budget to support the work of committees for the coming year, subject to approval of the incoming Council. During the new year, the Treasurer shall collect funds as necessary from residents to finance these budgeted programs.

### **Holiday Gift Fund**

Just before the December holiday season, the Treasurer shall collect funds from residents to distribute as cash holiday gifts to staff members since tipping is not allowed. Each December, each employee shall receive a gift based on the number of straight time hours worked during the year. The hourly rate shall be based on the total number of hours worked by all employees divided into the total amount of funds raised.

### **Depositing of Checks**

Residents will be requested to leave checks for their contributions to the Activity and Holiday funds in a locked box located in the second floor lobby. These checks shall be prepared for deposit by the Treasurer and one other member of the Council by being logged in and stamped.

### **Signing of Checks**

All checks written on Council funds must have two signatures and must be backed up by hardcopy documentation to be valid. The names of Council members eligible to sign checks, including the Treasurer, must be filed with the bank on signature cards for each new Council.

### **Monitoring of Council Funds**

Each month a member of the Residents' Council, who is not a check-signer, will be asked by the treasurer to review the Councils' bank statement for accuracy.

**The St. Paul's Towers Community Fund**

The St. Paul's Towers Community Fund consists of donations from various sources, including residents and their families, given for the benefit of St. Paul's Towers' residents. Some of the donations have restrictions placed on them by the donors; most are to benefit the residents of St. Paul's Towers. Requests for funds are submitted to the St. Paul's Towers Community Fund Review Committee, which then makes recommendations to the Residents' Council, with final approval required from the Executive Director and the Covia administration. Members of the Review Committee shall be appointed each year by the Council.

**Community-Based Planning Committee**

There shall be four resident members on the Community-Based Planning Committee, including the President of the Resident Council and the Resident Representative to the Covia Board, while they are in office. Two additional members shall be appointed by the Council on the basis of their membership on a resident committee and/or their possession of expertise related to the then current planning priorities.

**Residents Association's Employer Identification Number (EIN) to be shared with St. Paul's Towers Residents' Store.**

The Council of the Residents' Association of St. Paul's Towers is solely responsible for all funds that may accrue to the Association. As indicated in Article IV, the Council Treasurer has custody and holds accountability for the Association's funds. For fiscal purposes and for banking, the Residents' Association holds a Federal Employer Identification Number (EIN).

The St. Paul's Towers Residents' Store is fiscally and financially independent of the Residents' Association. The Store is managed through an executive committee that is independent of the Council. However, the Council has extended use of the Residents Association's EIN to the St. Paul's Towers Residents' Store for purposes of the Store's own banking and fiscal reporting.

**Amendment of Standing Rules**

From time to time the Council may review the Standing Rules and make changes that may be necessary to conform the rules to the By-laws and current practices of the Council and Association.