

BYLAWS
of
PENNSYLVANIA ALLIANCE OF RETIREMENT
COMMUNITY RESIDENTS (PARCR)

ARTICLE 1

NAME

Section 1.01. Name. The name of this corporation shall be Pennsylvania Alliance of Retirement Community Residents, herein after called PARCR.

ARTICLE II

PURPOSE

Section 2.01. Purpose. Provide an enhanced educational, advocacy, and informational environment for Pennsylvania Continuous Care Retirement Communities (PA CCRC) residents.

ARTICLE III

OFFICES AND FISCAL YEAR

Section 3.01. Registered Office. The registered office of PARCR in the Commonwealth of Pennsylvania shall be at 325 Wesley Drive, Mechanicsburg, PA 17055 until otherwise established by a vote of a majority of the PARCR Board of Directors in office and changed by an appropriate amendment of the articles of PARCR and a statement of such change filed with the Department of State.

Section 3.02. Fiscal Year. The fiscal year of PARCR shall begin on July 1, and end on June 30 of the following year.

ARTICLE IV

PARCR BOARD OF DIRECTORS

Section 4.01. Board of Directors. These bylaws establish a Board of Directors which shall be composed of the Officers of PARCR, and a number of Directors as set by the Board and elected by the Board of Directors. All Board members serve for two-year terms and can be reelected by the Board three (3) times for a total of eight (8) consecutive years. Their terms should be staggered. After a Director serves eight (8) consecutive years, the Director must leave the Board for a calendar year and then may stand for reelection by the Board.

Section 4.02. Powers. The Board of Directors shall have full power to conduct, manage and direct the business and affairs of PARCR under the prevailing not-for-profit corporation law of the Commonwealth of Pennsylvania.

Section 4.03. Quorum. A majority of the current duly elected Directors will constitute a quorum for the transaction of business, including elections, unless the act of a greater number is required for any particular action under applicable law, the Articles of Incorporation, or these Bylaws. If less than a majority of such a number of Directors are present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

ARTICLE V

OFFICERS

Section 5.01. Number, Qualifications and Designation. The officers of PARCR shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of Section 5.03 of this Article. Officers must be members of PARCR and the PARCR Board. The President and Vice President shall serve as Chair and Vice-Chair of the Board of Directors, respectively, for the period that they hold their officer positions.

Section 5.02. Election and Term of Office. The officers of PARCR, except those elected by delegated authority pursuant to Section 5.03 of this article, shall be elected by the Board of Directors for a two-year (two) term. The President and Vice President may be reelected by the Board one time for a maximum total period of service of four (4) years. The Secretary and Treasurer may be reelected by the Board for a maximum total period of service of eight (8) consecutive years. After their period as an Officer is ended. If they wish to continue as a Board member, they must be reelected by the Board to an open position for another term on the Board.

Section 5.03. Subordinate Officers and Committees. The Board of Directors may, from time to time, elect such other officers and appoint such committees, or other positions as the business of PARCR may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws, or as the Board of Directors may from time to time determine.

Section 5.04. Resignations. Any officer, committee chair or member may resign at any time by giving written notice to the Board of Directors, President, or Secretary of PARCR. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.05. Removal. Any officer, committee, or member of PARCR may be removed, either for or without cause, by the Board of Directors in the judgment of such authority the best interests of PARCR will be served thereby.

Section 5.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the President or Board of Directors. If the

office is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 5.07. General Powers. All officers of PARCR, shall respectively have such authority and perform such duties in the management and affairs of PARCR as may be determined by resolutions or orders of the Board of Directors, or as may be provided in these Bylaws.

Section 5.08. The President/Chair of the Board of Directors. The President shall be the chief executive officer of PARCR and shall have general supervision over the activities and operations of PARCR, subject, however, to the control of the Board of Directors. The President shall sign, execute and acknowledge, in the name of PARCR, contracts or other instruments authorized by the Board of Directors except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of PARCR; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 5.09. The Vice President/Vice-Chair of the Board of Directors. The Vice President shall perform the duties of the President in his/her absence and such other duties as may from time to time be assigned by the Board of Directors or the President.

Section 5.10. The Secretary. The Secretary shall attend all Board of Directors and PARCR Quarterly meetings and shall record all the votes and minutes of the meetings of the Board of Directors and shall file them in a book or electronically; shall see that notices are given and records and reports properly kept and filed by PARCR as required by law; and in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to him/her by the Committee or the President.

Section 5.11. The Treasurer. The Treasurer shall have or provide for the custody of the funds or other property of PARCR and shall keep a separate bank account of the same to his/her credit as Treasurer. The Treasurer shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by PARCR; shall deposit all funds in his/her custody as Treasurer in such banks or other places of deposit as the Board of Directors may from time to time designate; shall, at least quarterly at scheduled Board of Directors meetings or whenever so required by the Board of Directors or the President, render an account showing his/her transactions as Treasurer, and the financial condition of PARCR as described in Section 11:04; shall file the 990 form annually to retain PARCR's nonprofit status; and, in general, shall discharge such other duties as may from time to time be assigned to him/her by the Board of Directors or the President.

Section 5.12. Executive Committee.

- (a) The Executive Committee will consist of the following Board of Directors members: President, Vice President, Secretary and Treasurer plus up to two (2) members of the Board elected by the Board. Upon completing the President's term of office, the former President will become a voting member of the Executive Committee for a one (1) two-year (2) term.

- i. A written description of the scope of powers, duties and responsibilities of the Executive Committee shall be herein established and may be amended from time to time by the Board of Directors.
- (b) It shall be the duty of the Executive Committee to act for the full Board of Directors in the interim between regular Board of Directors' meetings.
- (c) The Executive Committee may act in place of the Board when there is business of the Corporation to be transacted between regular meetings and convening a special meeting was deemed by the Chair to not be necessary or possible. The full Board will be notified within fifteen (15) days of any actions of the Executive Committee. The Executive Committee will have no power to (1) elect or remove any member or officer of the Board of Directors, (2) amend the Articles of Incorporation or Bylaws of the Corporation, or (3) take such other action as restricted by applicable law.

Section 5.13. Committees: The Board of Directors may establish other committees.

- (a) The establishment of any committee of the Board of Directors and the delegation thereto of power and authority shall not alone relieve any committee member of his/her fiduciary duty to the Board of Directors.
- (b) No committee of the Board of Directors shall, pursuant to resolution of the Board of Directors or otherwise, exercise any of the powers or authority vested by these Bylaws or the prevailing not-for profit corporation law of Pennsylvania in the Board of Directors as such but may make recommendations to the Board of Directors concerning the exercise of such powers and authority.
- (c) Each committee shall keep regular minutes of its proceedings and report such proceedings in writing to the Board of Directors at the next scheduled meeting of the Board of Directors following the committee meeting.

ARTICLE VI

FISCAL MATTERS

Section 6.01. Funding. The operation of PARCR shall be funded by dues as fixed by the Board of Directors to be paid by members.

Section 6.02. Budget. The fiscal organization of PARCR shall be based upon an annual budget. The Treasurer shall prepare a proposed budget for the next fiscal year to be considered by the Board of Directors. The Board of Directors shall consider the proposed budget, make any necessary changes, and adopt the final budget (to include the establishment of dues) for the next fiscal year of PARCR.

Section 6.03. Fiscal Review. The fiscal affairs of PARCR shall be examined annually during the first quarter of the fiscal year. The review committee shall consist of not less than two

members who were not Officers of the Board of Directors during the preceding year and have financial backgrounds.

Section 6.04. Report Filing. The Treasurer shall file the annual 990 report by November of each year to retain PARCR's not-for-profit status.

ARTICLE VII

MEMBERSHIP

Section 7.01. Members. Individual residents of a PA CCRC may become members of PARCR upon approval of the application. Members shall be entitled to notice of and attendance at regular meetings. Members shall have the right to speak at such meetings.

Section 7.02. Application for Membership. Membership shall be based upon an application form approved by the Board of Directors and shall be accompanied by the application fee as fixed from time to time by the Board of Directors. Acceptance of members shall be in accordance with rules and regulations as made from time to time by the PARCR Board of Directors. Members may serve on committees.

Section 7.03. Membership Representation. Any PA CCRC may become members in PARCR and be represented by three (3) liaisons. The liaisons are responsible for attending PARCR Quarterly Meetings and communicating to their respective community's residents about what they learned.

ARTICLE VIII

MEETINGS

Section 8.01. Board of Directors Meetings. Meetings of the Board of Directors may be held at such places within Pennsylvania as the Board of Directors may from time to time appoint, or as may be designated in the notice of the meeting. At such meetings, the Board of Directors shall transact such business as may properly be brought before the meeting.

Section 8.02. Special Meetings of the Board of Directors. Special meetings of the Board of Directors shall be held whenever called by the President, or by three Board of Directors members. Notice of each such meeting shall be given to the Board of Directors by telephone, in writing, or by e-mail at least five (5) days before the time at which the meeting is to be held. Every such notice shall state the time, place, and purpose of the meeting.

Section 8.03. Quarterly Meetings. Quarterly Meetings of PARCR shall be held each year at such time and place as shall be designated from time to time by resolution of the Board of Directors. Notice of the Quarterly Meetings may be given by regular mail, telephone, or e-mail along with meeting location and driving directions. Response to that notice will determine the number of member attendees.

Section 8.04. Special Meetings of PARCR. Special Meetings of PARCR shall be held whenever called by the President, or by three (3) Board of Directors members. Notice of such Special Meeting shall be given to the Board of Directors and each Liaison by telephone, in writing, or by e-mail at least fifteen (15) days before the time at which the meeting is to be held. Every such notice shall state the time, place, and purpose of the meeting.

Section 8.05. Rules of Order. Except as otherwise provided by these Bylaws, all meetings of the Board of Directors and its committees shall be conducted in accordance with the latest edition of *Robert's Rules of Order* on file with the President.

ARTICLE IX

NOTICE – WAIVERS – MEETINGS

Section 9.01. Notice. Whenever written notice is required to be given to any person under the provisions of the articles of these Bylaws, or the prevailing not-for-profit corporation law of Pennsylvania, it may be given to such person, either personally or by sending a copy thereof by mail, telephone or e-mail to his/her address supplied by the member to PARCR for the purpose of notice. It shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or left on voice mail or e-mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these Bylaws.

Section 9.02. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as does not enlarge its original purpose.

Section 9.03. Conference Telephone Meetings. One or more persons may participate in a meeting of the PARCR Board of Directors by means of telephone conference call or similar electronic communications by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE X

PERSONAL LIABILITY OF DIRECTORS AND OFFICERS

Section 10.01. To the fullest extent permitted by Pennsylvania law, no Director or Officer will be personally liable for monetary damages for any action taken, or for failure to act, in such Director's or Officer's official capacity as a Director or Officer, respectively, of the Corporation except:

Section 10.02. To the extent that it is established by majority vote of the Board of Directors that the Director or Officer actually received an improper benefit or profit in money, property, or services for the amount of the benefit or profit in money, property, or services actually received; or

Section 10.03. To the extent that a judgment or other financial adjudication adverse to the Director or Officer is entered in a proceeding based on a finding that the person's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

Section 10.04. Insurance. PARCR shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer of PARCR or is or was serving at the request of PARCR as an officer of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not PARCR would otherwise have the power to indemnify such person against such liability.

Section 10.05. Reliance on Provisions. Each person who shall act as an authorized representative of PARCR shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE XI

MISCELLANEOUS

Section 11.01. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board of Directors may from time to time designate.

Section 11.02. Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers to enter into any contract or to execute or deliver any instrument on behalf of PARCR, and such authority may be general or confined to specific instances.

Section 11.03. Deposits. All funds of PARCR shall be deposited from time to time to the credit of PARCR in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by one or more officers as the Board of Directors shall from time to time determine.

Section 11.04. Annual Financial Report. The Board of Directors shall direct the President and Treasurer to present at the first regularly scheduled meeting of the Board of Directors after the end of the Fiscal Year a report showing in appropriate detail the following:

- (a) The assets and liabilities of PARCR as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities during the year immediately preceding the date of the report.
- (c) The revenue or receipts of PARCR, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.

- (d) The expenses or disbursements of PARCR, for both general and restricted purposes, during the year immediately preceding the date of the report.

ARTICLE XII

DISSOLUTION

Section 12.01. Dissolution. Upon dissolution of PARCR, the Board of Directors shall, after paying or making provision for payment of all liabilities of PARCR, including the costs and expenses of such dissolution, dispose of all the assets of PARCR exclusively for the exempt purposes of PARCR or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of PARCR. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE XIII

AMENDMENT OF BYLAWS

Section 13.01 Authority. These Bylaws may be amended only by action of the Board of Directors.

Section 13.02. Method. Bylaws may be amended only upon a vote of two-thirds of the full membership of the Board of Directors. Proposed amendments shall be distributed to each member by mail not less than ten (10) days prior to the Board of Directors meeting.