

808 BYLAWS

SECOND DRAFT April 19 2019

Article I NAME

The name of the Corporation shall be 808-812 **Memorial Drive** Tenants Association, Inc.

Article II PLACE OF BUSINESS

The location of the principal office of the Corporation shall be 808-812 Memorial Drive, Cambridge, Massachusetts.

Article III PURPOSE OF THE ORGANIZATION

The purpose of the Corporation shall be to collectively improve the quality of life as well as the physical and social environment for the residents of the housing development. This will be accomplished by pursuing the following objectives:

1. Create a network of residents, agencies and other individuals interested in the housing development.
2. Build and improve leadership and other skills of the residents and board of directors with specific attention to the affordable housing industry.
3. Develop tenant awareness and consciousness by promoting a high degree of tenant leadership and organization.
4. Encourage new and ongoing participation through recruiting of new members.
5. Promote and encourage communication between the Massachusetts Housing Finance Agency **or its successor agency** and the residents and board.
6. Promote and encourage a sense of community among residents.
7. Organize activities in which residents can participate and provide the opportunity to develop new leaders.
8. Assure a safe living environment through participation in public safety activities.
9. Act as liaison between onsite management and the residents to ascertain that residents' individual and collective issues, needs and desires are a priority.
10. Increase the residents' understanding and cooperation with the onsite management and its processes.
11. Insure that residents are involved in a meaningful and useful process with management.
12. Coordinate and implement meaningful services and programs that benefit all residents.
13. Raise funds in a legal manner to further the objectives and goals of the Corporation as the board may deem necessary or appropriate.
14. Take all necessary steps to enforce any or all of the purposes and objectives of the Corporation, including without limitation, the definition of any term or word used in these By-Laws.

Article IV POWERS

1. The Corporation is empowered to do all things permitted to be done by a non-profit corporation under Massachusetts Law, including, without limitation, fundraising for the benefit of the corporation; to receive or dispose of real property; to own or sell bonds; to make contracts; incur and manage financial obligations; to do business and carry out its obligations; to provide incentive and benefit plans for its employees; defend any legal proceeding brought in a court of law; to partner in any business which the Corporation has power to conduct; and to carry on its operations and exercise the powers granted by Massachusetts General Laws Chapter 156b and Chapter 180 in any jurisdiction within or without the United States; and to exercise all powers necessary or convenient to further the purpose for which the Corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Ch. 156b or Ch. 180 of the Massachusetts General Laws or any other general law of the Commonwealth of Massachusetts.
2. The Corporation is prohibited from doing anything prohibited of a non-profit corporation under Massachusetts Law. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1954 or any corresponding provision of any future United States Internal Revenue Law).
3. Board members are prohibited from participating in or intervening in any political campaign on behalf of any candidate for public office while in their role as Board member. Any Board member who participates in any such activities must do so as an individual person expressing their own personal opinions, not that of the Board of Directors, the Tenant Association or the Corporation as a whole.
4. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on by any other organizations organized pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954 and the Treasury Regulations thereunder, or the corresponding provisions of any future United States Internal Revenue Law or regulations.

Article V NON-PROFIT STATUS

The Corporation is not organized for profit, and no part of the net earnings, if any, shall provide any benefit to any member, individual, person, firm or corporation not exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. The Corporation may make reasonable compensation for services and goods and to make payments provided they meet the goals listed in Article III of these By-Laws.

Article VI FISCAL YEAR

The fiscal year of the Corporation shall begin the first day of **January** of each year.

Article VII MEMBERSHIP

1. All legal residents of 808-812 Memorial Drive, Cambridge, Massachusetts who are eighteen (18) years or older shall be members of the tenant association automatically and shall have full voting rights in all association matters.
2. A member shall be removed automatically if he or she moves out of 808-812 Memorial Drive, Cambridge Massachusetts. Any member that is working on business of the association shall immediately deliver said business to the Board of Directors upon the submission of their notice to vacate.

Article VIII DISCRIMINATION

1. The Corporation shall not operate in any manner which will discriminate against any individual on the basis of race, creed, color, religious belief or sexual orientation. Furthermore, the Corporation commits to provide an open, welcoming and all inclusive atmosphere at all times for the residents of 808-812 Memorial Drive.

2. The Corporation shall not operate in any manner which will discriminate against any individual on the basis of age, other than as provided in Section 1 of Article VII.

Article IX MEMBERSHIP MEETINGS

Section 1. REGULAR MEETINGS

Regular Corporation membership meetings shall be held regularly at such time and place as the Board of Directors determines.

Section 2. SPECIAL MEETINGS

Special meetings of the Corporation may be called by any member of the Executive Committee. Such special meeting shall be held no later than five (5) days after receiving such notice. Such notice shall state the purpose of the meeting.

Section 3. ANNUAL MEETING

The annual meeting of members shall be held on the **third Monday in February** of each year at such time and place as the Board of Directors determines. The date of such meeting may be changed by the Board of Directors provided no change is made within fourteen (14) days before the date stated herein and provided notice of any change is given to the members at least fourteen (14) days before the new date for such meeting. If such a change occurs, the Clerk shall file all necessary documents with the Secretary of the Commonwealth of Massachusetts.

Section 4. LOCATION

All meetings of the membership shall be held in Massachusetts and, whenever possible, within the 808-812 Memorial Drive development.

Section 5. NOTICE

All members shall be notified in writing of all regular meetings of the organization at least five (5) days in advance of such meeting. Notice of special meetings and the purpose thereof may be given by (a) inclusion in and distribution of the newsletter **if there is one** and posting in frequented areas of both buildings, (b) delivering a notice under the door of each tenant or (c) such other method as the Board of Directors determines to be sufficient in writing or by telephone, and shall be given to at least forty-eight (48) hours in advance.

Section 6. QUORUM – A quorum in a membership meeting shall mean that a majority of the sitting officers is present. Votes in a membership meeting are decided by a simple majority of the members present. In case of a tie vote of the membership, the vote of the President or other presiding officer may break the tie.

Section 7. RULES

All meetings of the membership shall be conducted in accordance with Roberts Rules of Order.

Section 8. NON-MEMBERS

Non-members are welcome as spectators at meetings only by invitation of the Board of Directors. **Non-members may** bring a particular announcement that may be added to the agenda by previous request to the Board of Directors. Non-members' participation is limited to their contribution to the agenda and will have no voting rights at association or board meetings.

Section 9. POWERS AND RESPONSIBILITIES OF MEMBERSHIP AT MEETINGS

Members at Corporation meetings shall:

- A. **Hear** at each regular meeting the Treasurer's report, including a detailed report of all bills received and paid, and funds received;
- B. **Hear** at each meeting the report of the Board of Directors on its activities;
- C. Vote on any amendments to these By-Laws;
- D. Adopt by majority vote such resolutions directing the Board of Directors and/or any officer of the Corporation to take or refrain from such action as the membership deems advisable; and
- E. Approve any expenditure of the Corporation of two hundred and fifty dollars (250.00) or more.

Section 10. VOTING, PARTICIPATION AND PROCEDURE

- A. Each member shall have no more than one vote on any particular issue.
- B. Any tenant who has a **contractual** relationship with management, the partner (HRI) or funding agency to include Massachusetts Housing Finance Agency or its successor agency or attains a paid position with any of the above mentioned agencies **shall declare such facts and shall not participate in any any vote or discussion that might constitute a conflict of interest. Anyone who fails to declare such facts shall** automatically become a non-voting member and no longer be eligible to participate on the Board of Directors.
- C. The President of the Board of Directors shall **be responsible for chairing** the membership meetings and set procedures for debate, including setting time limits on speakers and on the number of speakers allowed to speak for and against a motion, when necessary.
- D. The President will on a regular basis delegate the role of chairing membership meetings to **other members** of the Board, allowing each the opportunity to learn additional skills and grow as leaders.
- E. Any member who objects to the procedures set by the President may make a motion for an alternative procedure. The vote of the members present shall determine which procedure is to be used.

Article X BOARD OF DIRECTORS

Section 1. COMPOSITION AND ORGANIZATION

A. Membership. The Board of Directors shall consist of no more than nine (9) members to include an Executive Committee of four officers – the President, the Vice-President, the Clerk, and the Treasurer – as well as two (2) Trustees.

B. Commitments. Upon election, new Board of Directors members are required to sign:

1. a commitment to the bylaws and to respect resident privacy and confidentiality (appendix A)
2. a contract which provides a detailed job description and the commitment required by each. (appendix B)

C. Transition. Newly-elected members of the Board shall take their seats thirty days after the election. A thirty-day transition period is provided so that new members may learn about ongoing policies and receive documents and keys from outgoing members.

Section 2. ELIGIBILITY

A. Any elected member of the Board of Directors, and only elected members of the Board of Directors, shall be eligible to serve as members of the Executive Committee.

B. Any member of the Board of Directors that enters into a **contractual or monetary** relationship (staff, paid consultant, stipend, etc) with management, the partner (HRI) or the Massachusetts Housing Finance Agency or its successor agency or who attains a position with the above mentioned organizations **shall declare such facts and shall not participate in any any vote or discussion that might constitute a conflict of interest.**

C. No more than two (2) members of any household may serve at the same time on the Board of Directors, and no more than one member of any household may serve on the Executive Committee.

Section 3. ROLE OF TRUSTEES ON OWNERSHIP BOARD OF DIRECTORS

A. At the first meeting of the Board of Directors following the annual elections and by a vote of the majority of the members present, two members of the newly elected Board of Directors will be chosen to represent the Tenant Association (as Trustees) on the **Partnership** Board of Directors. The persons chosen to act as Trustees will report back monthly to the 808-812 Board of Directors. The members chosen to represent the tenant association on the partnership board will take direction from the Tenant Association Board of Directors and will represent the Tenant Association in a professional manner and maintain confidentiality at all times while representing the best interests of above mentioned parties. Trustees do not hold any powers other than representing the corporation on the ownership board.

B. Due to the sensitive nature of the partnership, no board member of the Tenant Association may sit on the Board of Directors of HRI and act as Trustee on the partnership board at the same time.

C. The Trustees shall not be members of the Executive Committee of the Board.

Section 4. TERMS OF OFFICE

A. Board of Directors members shall be elected **for two year terms. Beginning with the election of November 2020, elections shall be held in November every other year.**

B. Accurate records shall be kept at all times of elections.

C. A member of the Board of Directors shall be removed automatically if he or she moves out of 808-812 Memorial Drive, Cambridge, Massachusetts.

Section 5. PROCEDURES FOR NOMINATIONS

A. schedule The Board of Directors shall:

- a. at Annual Meetings every other year, beginning in 2019, notify residents that Board elections are approaching, inform them of upcoming nominations and explain the process;
- b. following the Annual Meeting, call on the Alliance of Cambridge Tenants or other third party for assistance
- c. open nominations at least one month prior to the November election;
- d. set a deadline for submission of nominations, two weeks prior to the election; and
- e. ask the third party to contact nominees to confirm their acceptance of nomination.

B. nomination forms

The Board will distribute and make available to all households a nomination form. The nomination form must include a space for the nominee to explain why he or she wants to be on the Board. All nominations shall be self-nominations; that is, no one may nominate another person.

Section 6. VOTING PROCEDURES FOR THE BOARD OF DIRECTORS

- A. One (1) week in advance of the election, the Board of Directors will send a written notice to all member households stating the date, time and place of the election, as well as a complete list of the persons that have been nominated to run for the Board.
- B. A written ballot will be presented at the election which will contain the names of all nominees. Each legal tenant of record that is eighteen (18) years old and over that is present will execute their vote by checking off no more than **nine (9)** names on the ballot. Total votes will be computed by a designated **third** party and the newly elected Board of Directors will be presented to the membership.
- C. At the first meeting of the Board of Directors following the election, the members present will choose the officers that will best represent the organization as the Executive Committee. Special attention will be placed on alternating the officer positions on a regular basis to allow growth of each member. No member will be allowed to hold the same officer position for more than two terms.

Section 7. VACANCY ON THE BOARD OF DIRECTORS

- A. Except **in the case of the President, if there is a vacancy on the Board of Directors the Board shall appoint a resident, aged eighteen (18) or older, to fill the vacancy** following a Board vote. Such appointee shall serve for the period of the unexpired term of the person whom such appointee has replaced.
- B. In the case of a vacancy of the President, the Vice President shall assume the President's duties for the period of the unexpired term. All other officers will retain their present seats until the next election.

Section 8. DUTIES

The Executive Committee of the Board shall:

- A. Manage the affairs of the Corporation between membership meetings, except as otherwise provided in these By-Laws;
- B. Develop and recommend policy and programs for the Corporation;
- C. Coordinate the work of the various committees of the Corporation;
- D. Report to every meeting of the membership on its activities;
- E. Represent the Corporation before the Massachusetts Housing Finance Agency or its successor agency; and
- F. Represent the Corporation before HRI and management.

Section 9. POWERS OF THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

A. The Board of Directors shall have and exercise all the usual powers of directors of a business corporation including, without limitation, the direction, prosecution or defense of any proceeding brought in a court of law or before any administrative agency, and the immediate government and direction of the affairs of the Corporation. They shall make all rules and regulations which they deem necessary or appropriate for the government of the Corporation, and for the due and orderly conduct of its affairs and the management of its property, not inconsistent with the agreement of association and By-Laws of the Corporation. They may exercise all powers not expressly given to members.

B. The Board may delegate to committees from time to time so much of their duties or functions as may lawfully be so delegated. Unless otherwise provided in the Articles or these By-Laws, all actions of the Board shall be by majority vote.

Section 10. REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS

A. A member of the Board who has been absent from three (3) consecutive meetings without **good cause** shall automatically be removed unless a majority vote of the other Board members decides otherwise.

B. Any member of the Board of Directors may be removed for just cause by majority of at least 51% of the **sitting members of the** Board of Directors. Just cause shall include at least, failure to carry out the duties of the office set out in these by-laws or taking action harmful to the Corporation or to the members. Any member who feels that there is just cause to remove any officer shall submit his or her complaint in writing to the Executive Committee. The Executive Committee shall inform the member in question of the complaint and add the complaint to the agenda of the regularly scheduled Board meeting and the Board shall then vote on the merits of the complaint.

Article XI EXECUTIVE COMMITTEE

Section 1. OFFICERS

The officers of the Corporation shall be a President, Vice President, Clerk and Treasurer and any such other officers as the Board of Directors deems necessary.

Section 2. ELECTION

The President, Vice President, Clerk and Treasurer shall be elected from a majority vote of the Board of Directors in accordance with the procedures for election of the Executive Committee of the Board. Any other officers shall be elected by a majority vote of the Board. All officers shall serve a term of two (2) years, except in the case of the first election that will result in 50% of the Board having a one (1) year term and 50% of the Board having a two (2) year term, allowing for staggered terms that allow for continuity and development. All members shall hold their elected terms for their particularly elected term or until their successors are elected and qualified. New officer elections shall take place following each Annual Meeting and election, and no officer shall hold their office for more than two (2) terms.

Section 3. PRESIDENT

The President shall, subject to the supervision of the Executive Committee of the Board of Directors, have charge of the affairs of the Corporation and shall have such other powers and duties as customarily belong to the office of a business corporation president, or as may be designated from time to time by the Executive Committee. The President shall report on the activities of the Corporation to the Board of Directors and the members at least once each year and at such times as they may request. The president will, at their discretion, delegate tasks or responsibilities to other members of the Executive Committee with the goal of developing the leadership skills of the other officers.

Section 4. VICE PRESIDENT

The Vice President shall support the President in their work and will execute the duties of the President in their absence or inability to function.

Section 5. CLERK

The Clerk shall record all the minutes of all membership, Executive Committee and Board of Directors meetings including the number of members present at each membership meeting and the names of the Board Members present at each Board of Directors meeting. The Clerk works with the President and Vice President in setting the agenda and maintaining records for all meetings. The Clerk shall compose and/or send any correspondence directed by resolution of the membership or Board of Directors or otherwise required.

Section 6. TREASURER

The Treasurer shall have charge of the Corporation's financial affairs and shall report the financial condition and activities of the Corporation to the Board of Directors at each of the monthly Board of Directors regular meetings and at any such other time as they may request. The Treasurer shall present at each regular membership meeting a detailed report of all financial activity since the prior meeting.

Article XII Board of Directors Meetings

Section 1. MEETINGS

The Board of Directors may meet as often as necessary but shall meet at least once a month at such time and place as the Board determines.

Section 2. NOTICE

All Board members shall be notified in writing of all regular meetings of the Board at least five (5) days in advance. Notice of special meetings may be in writing or by telephone and shall be at

least forty-eight (48) hours in advance. In the case of the need for an Emergency Board meeting, notice may be by telephone at least twenty-four (24) hours in advance.

Section 3. QUORUM

A quorum **requires that** 51% of the **sitting** members be present in order to conduct Board business. **For example, if there are no vacancies** at least **five (5)** of the **nine (9)** elected Board members must be present. Once quorum has been established, then the majority (51%) decides the vote on any Board business. **In case of a tie vote of the membership, the vote of the President or other presiding officer may break the tie. If a quorum is not present,** any pending votes must be tabled for another time when the quorum is present.

Article XIII INDEMNIFICATION

Members of the Executive Committee of the Board of Directors shall be indemnified by the Corporation for any liability incurred in carrying out his or her duties in furtherance of the purposes of the Corporation. Indemnification of officers, employees or agents of the Corporation may be provided as authorized by the Executive Committee of the Board of Directors. No indemnification shall be provided for any person with respect to any matter as to which he or she shall have been adjudicated in any proceedings not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation. Indemnification may be provided although the person to be indemnified is no longer an Executive Committee or Board member, officer, employee, or agent of the Corporation.

Article XIV AMENDMENTS

These Bylaws may be amended by a majority vote of the Board of Directors of the Corporation or by a majority vote (51%) of the membership present at a duly constituted meeting, provided (1) that notice of the substance of the proposed amendment is given in the announcement of the meeting at which such vote is to be taken, (2) that the Board of Directors may not amend any provision of these Bylaws which by law, the Articles of Organization or these By-Laws requires action by the members, and (3) that notice of the making, amendment, or repeal by the Board of Directors of any By-Law be given to the members not later than the time of giving notice of the next meeting of members following the making, amendment or repeal of the By-Law.

Article XV CONTRACTS AND PAYMENTS

Section 1. CONTRACTS

The Board of Directors may authorize any officer, agent or employee to enter into any contract or execute under seal or otherwise and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. If such contract shall involve an expenditure of **two hundred and fifty** dollars (\$**250**) or more, such contract must be approved by a majority vote of the membership present at a duly constituted meeting. Unless so authorized, no Board of Directors member, officer, agent or employee shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it financially liable for any purpose or to any extent.

Section 2. CHECKS

All checks drawn on bank accounts of the Corporation may be signed on its behalf by two members of the Executive Committee. The signatures of any two of the officers must appear on all checks. Any expenditure of **two hundred and fifty** dollars (\$**250**) or more must be approved by a majority vote of the membership present at a duly constituted meeting.

Article XVI STANDING COMMITTEES

Section 1. EXECUTIVE COMMITTEE

The Executive Committee consists of the President, the Vice President, the Treasurer and the Clerk. This committee is elected by the Board of Directors and holds the responsibility of leading the Board of Directors in its work. The Executive Committee may from time to time hold meetings of the Executive Committee separate from the Board of Directors as so required. The Executive Committee will report monthly to the Board of Directors and annually to the membership.

Section 2. OUTREACH AND COMMUNITY ORGANIZING COMMITTEE

The Outreach and Community Organizing Committee shall consist of those members of the membership that either volunteer or are appointed by the Board of Directors, as well as the **President**. The only age requirements on this committee are that all members must be at least of high school age, unless otherwise voted on by the committee. The function of this committee shall be to encourage the members of the Corporation to attend meetings and participate in the Corporation's activities as well as to participate in the general community. The Outreach and Community Organizing Committee will spearhead the preparation, publish and distribute the corporation's newsletter; and will perform outreach and education to residents regarding events, programs, public safety, and other opportunities available in the property as well as in the general community. The Chair of the Outreach and Community Organizing Committee will report monthly to the Board of Directors and annually to the membership.

Section 3. YOUTH AND FAMILY COMMITTEE

The Youth and Family Committee **shall** consist of at least one member of the Board of Directors, at least three (3) youth (of no younger than high school age), and other interested residents. This committee's focus will be to increase the involvement of the membership youth and families in activities, events, and community organizing efforts both in the development and in the local community. This committee will work directly with the 808-812 Memorial Youth Organization and provide any training, leadership and other opportunities that will strengthen and provide growth. The Chair of the Youth and Family Committee will report monthly to the Board of Directors and annually to the membership.

Section 4. HIRING COMMITTEE

The Hiring Committee **shall** work with management through the hiring process of new staff to include review of resumes and applications, participate in interviews and participate in the decision making. One Board member and at least three additional residents will participate in this committee. The Chair of the Hiring Committee will report to the Board of Directors whenever there has been a new hire, and will report annually to the membership.

Section 5. REHABILITATION COMMITTEE

The Rehabilitation Committee **shall** consist of **the President** and three (3) to four (4) residents. This committee works with HRI and the management company and participates in the developing, planning and carrying out of any new or ongoing development projects at the property. This committee will also work with **management** and HRI in developing the annual Capital Needs budget and schedule as part of the annual budgeting process. The Chair of the Rehabilitation Committee will report monthly to the Board of Directors.

Section 6. FUNDRAISING COMMITTEE

The Fundraising Committee shall consist of those members of the membership that have expressed experience and interest in raising funds for the corporation. At least three residents and one Board member will participate in this committee, and will report monthly to the Board of Directors and annually to the membership.

DEFINITIONS

Conflict of interest This refers to a situation when an individual is in a position to exploit a professional or official capacity in some way for their own personal benefit. Example: it is a conflict of interest when a board member uses his or her role to influence the manager to perform extra work in their apartment.

Monetary Relationship Refers to any type of situation where a resident performs a task in return for financial compensation including stipends.

Partnership Refers to the special structure that owns and controls 808-812 Memorial Drive. This partnership has representatives from HRI and 808-812 Memorial Drive Tenant Association Board of Directors, and works together in its oversight of the property.

Quorum The number of people that must be present at any meeting to be able to take a vote. In the case of 808-812 Memorial Drive Tenants Association Board of Directors, a quorum represents 51% of the total number of **sitting** Board members. **For example**, in the case of a **nine (9)** member board, **five (5)** of the members must be present in order to take a vote on any issue.

Residents shall mean tenants residing at 808 and 812 Memorial Drive in Cambridge.

Sitting Board Members All the Board members who are actually serving; vacant seats are not counted. **For example**, in the case of a **nine (9)** member board, if four of the seats are vacant, there are **five (5)** sitting Board members.

Third party An agency or organization whose membership and purpose are entered outside of 808-812 Memorial Drive in Cambridge.