

Model By-Laws

BY-LAWS OF _____
RESIDENT

ORGANIZATION

A Nonprofit Corporation

ARTICLE I: NAME

The name of the organization shall be _____ Resident Organization [give exact and complete legal name as incorporated] (herein referred to as the "Resident Organization"). It shall be composed of the residents of _____ [name of the property or legal community] (the "Membership" or "Members") and an elected Resident Organization Board (the "Board"). It is a not-for-profit organization constituted and established under the laws of the State of _____.

The registered address of the Organization is _____, [give full and complete street address, including zip code] although the Resident Organization may have offices at other places as the Board may from time to time determine.

ARTICLE II: PURPOSE

The purpose of the Resident Organization is to improve the quality of life for the residents of _____ [name the property or legal community]. There shall be only one (1) duly-organized and recognized Resident Organization for _____ [name the property or legal community]. In specific, the purpose of the Resident Organization shall be to coordinate with project ownership and management, as appropriate, on:

- Section 1. Issues and problems generally affecting the residents and their community.
- Section 2. Activities that improve the quality of life; promote education, economic stability, and recreational opportunities for the residents; as well as those that increase property beautification; and improve relationships with management.

Optional Sections:

- Section 3. Maintain a viable Resident Organization representative of the residents who elected its Officers and Board of Directors.
- Section 4. Assure adequate maintenance of all units and common areas. [applicability of this item depends on the type of Section 8 program in effect and the ownership structure.]
- Section 5. Establish and maintain security and public safety programs. [applicability of this item depends on the type of Section 8 program in effect and the ownership structure.]

ARTICLE III: MEMBERSHIP

All residents who are eighteen years of age or older, [or who are heads of households (optional). Check to make sure that there are no State law obstacles to the head of household provision)], shall be Members and shall have full voting rights.

ARTICLE IV: MEMBERSHIP MEETINGS

- Section 1. Regular Membership Meetings shall be held not less than once a month, and shall be open to all residents.
- Section 2. Special Meetings may be called at any time by the President, a majority of the Board, or by the Members provided that the written notice including the meeting agenda is given at least forty-eight (48) hours prior to the meeting.
- Section 3. An Annual Meeting shall be held no later than thirteen (13) months after the last annual meeting of the Members and shall include election of Board Members.
- Section 4. Notice of all regular monthly meetings together with an agenda of the meeting shall be posted in a regular location and be provided to residents in writing at least ten (10) days in advance of meetings.

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- Section 5. Meetings shall be held at such place and time as shall be specified in the notice of the meeting. A regular schedule and regular location are advisable.
- Section 6. Each time a member of the Board appears at a regular or special meeting, a record of the presence of that Director shall be placed in the minutes of the meeting. The Board may request

that a record of all those attending the meeting be recorded as well.

Section 7. Each Member of the Resident Organization present at a meeting shall be entitled to cast one (1) vote on any subject for which a determination is presented for consideration.

ARTICLE V: POWERS AND RESPONSIBILITIES OF THE RESIDENT ORGANIZATION

Section 1. Members of the Resident Organization shall:

- a. Elect the Board of Directors.
- b. Vote on these By-Laws and any amendments to these By-Laws.
- c. Set the overall policy of the Resident Organization through resolutions and motions on activities.
- d. Receive reports from the Board, the Secretary (who shall also keep minutes of the meeting), and all committees.
- e. Receive the Treasurer's report including a detailed report of all bills received and paid, and any funds received.

Section 2. Voting participation and procedure.

- a. Each Member shall have one vote.
- b. The President of the Resident Organization shall chair the membership meetings and set procedure of debate, setting time limits on speakers and number of speakers allowed to speak for and against a motion, when necessary.
- c. Robert's Rules of Order shall be used to resolve any conflicts about procedures.
- d. Accurate records shall be kept for all elections.

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- e. In electing Board members, each Member will receive votes equal to the number of seats open. However, no Member may cast more than one (1) vote for any candidate. The candidates who receive the most votes will be the new Board members.
- f. All elections shall be conducted in a democratic manner.
- g. See Article IX for provisions governing election oversight.

ARTICLE VI: RESIDENT ORGANIZATION BOARD

Section 1. Composition. The Board shall consist of nine Directors elected at large by the Membership.

Section 2. Terms of Office.

- a. The Board members shall be elected on a staggered

basis for two-year terms at each annual meeting. Three (3) members of the first elected Board of Directors shall be elected for a term of one (1) year. Three (3) members of the first elected Board of Directors shall be elected for a term of two (2) years. The remaining three (3) members of the first elected Board of Directors shall be elected for a term of three (3) years.

- b. Each year hereafter, the voting Members at the regular annual meeting of Members shall elect Directors to replace the Directors whose terms have expired, so that each Director shall serve a three (3) year term. Each Director shall hold office until his or her successor shall have been duly elected and shall have been qualified or until his or her death or he or she shall resign.

Section 3. Procedure for Nominations.

- a. Nominations for the Board members shall be opened ten (10) days before the meetings.
- b. In order for a nomination to be placed on the ballot, it must be made in writing to the President at least ten (10) days before the annual meetings.

Section 4. Leave of Absence. Directors must request a Leave of Absence in writing which shall be subject to Board approval.

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Section 5. Resignation. Directors may resign at any time after delivering written resignation to the President of the Board.

Section 6. Removal of a Board Member.

- a. A member of the Board who has been absent from three (3) consecutive meetings without excuse shall automatically be removed unless a majority vote of the Board members decides otherwise.
- b. A member of the Board may be removed for good cause, including conviction of a felony malfeasance, by a two-thirds (2/3) vote of all Members present at a duly constituted membership meeting. The Board member being removed shall be entitled to a written notice stating the grounds for removal at least five (5) days in advance of the meeting, and shall have the opportunity to be heard before the Membership.

Section 7. Vacancies.

- a. Any vacancy on the Board shall be filled by special election at the next regular Membership meeting after the vacancy occurs, or at a special meeting called for that purpose, provided that all

Members receive at least ten (10) days written notice that an election will be held to fill a vacancy.

- b. In the case of special elections, all nominations shall be made from the floor.
- c. In the case of a vacancy of the chair, the Vice President shall assume the President's duties until an election is held to fill the vacancy on the Board. If any officer is elected to the chair, another vote shall be taken to fill the new vacancy.

Section 8. Annual Meeting. The Board of Directors shall convene an annual meeting before the end of each fiscal year, and shall include election of Board Members and presentation of an Annual Report to the Membership. The Board shall hold its annual meeting at the same place as and immediately following each annual meeting of the Members for the purpose of the election of Officers and the transaction of such other business as may come before the meeting. If a majority of the Board are present at the annual meeting, no prior notice of the annual meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by written consent of all of the Board members.

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Section 9. Annual Report. The Board of Directors shall present, at each annual meeting of the Membership, an annual report of the Resident Organization's activities during the preceding fiscal year. It shall also present such reports as may be required by _____, or any other funding agency. The annual report shall include a detailed financial statement of the costs incurred and funds received by the Resident Organization and during the preceding fiscal year.

Section 10. Duties. The Board shall:

- a. Manage the affairs of the Resident Organization between membership meetings.
- b. Develop and recommend policy and programs for the Resident Organization.
- c. Coordinate the work of various committees of the Resident Organization.
- d. Report its activities at each meeting of the Resident Organization.
- e. Represent the Resident Organization in meetings with Management and/or ownership.

ARTICLE VII: RESIDENT ORGANIZATION BOARD MEETINGS

- Section 1. Meetings. The Board shall meet at least once a month before the meetings of the Resident Organization. Special Meetings shall be held at any time when called by the order of the President of the Board or by any four (4) Directors.
- Section 2. Notice. Each Board member shall be given timely notice, no fewer than ten (10) days before each regular or special meeting of the Board of Directors. The notice shall be mailed to each Director's residence or place of business, and shall state the purpose, the time and the place of the meeting and by whose order it was called.
- Section 3. Quorum. A simple majority of the Board members shall constitute a quorum for conducting business.
- Section 4. Procedure. The Board shall adopt procedures consistent with these By-Laws.

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ARTICLE VIII: OFFICERS

- Section 1. Title and Qualifications.
- a. President: Shall preside over Board and Membership meetings, represent the Resident Organization in all matters, appoint heads of standing and temporary committees.
 - b. Vice President: Shall assist the President in carrying out his/her duties, perform those duties when the President is absent, and assume those duties should the President become incapacitated or resign until new elections are held.
 - c. Secretary: Shall be the custodian of all records and documents of the Resident Organization and perform all other duties consistent with these By-Laws.
 - d. Treasurer: Shall have the care of, receive and give receipt for monies due and payable to the Resident Organization and deposit all monies received by him/her in the name of the Resident Organization in such banks, trust companies or other depositories as may be designated

by the Board of Directors.

- Section 2. Term of Office.
- a. At the next election following adoption of the By-Laws, nine (9) Officers shall be elected. The President, Vice President, Secretary, and Treasurer shall each serve two-year (2) terms. Five (5) community representatives shall each serve one-year (1) terms.
 - b. At the next annual election, five (5) community representatives shall be elected for a regular two-year (2) term.

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- c. After the initial two (2) years, elections will be held every year to fill the seats of the Officers whose terms have expired.
- Section 3. Resignations. Any Officer may resign at any time by delivering a written resignation to the Board of Directors.
- Section 4. Removal. Any Officer may be removed at any time, for just cause, by a vote of the majority of the Resident Organization Membership.
- Section 5. Vacancies. Officers filling a vacancy on the Board, will serve for the remainder of the unexpired term, after which the seat will be filled in an annual election for a regular term.
- Section 6. Inspection of Resident Organization Records. Any person who is a voting Member of the Resident Organization shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of Members of the Resident Organization. Upon the written request of any voting Member, the Resident Organization shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Resident Organization before such financial statements are available for its last fiscal year, the Resident Corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four (4) months after the close of the fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Resident Organization, shall be kept for at least five (5) years, and shall be subject to inspection during

business hours by any voting member, in person or by agent.

ARTICLE IX: ELECTION OVERSIGHT

The Resident Organization must have a democratically elected governing board. See also Article V, Section 2 governing voting participation and procedure.

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- Section 1. Third-Party Oversight. The Resident Organization shall use local election boards, commissions, or another independent third-party to oversee elections and recall procedures.
- Section 2. Frequency. All procedures must assure fair and frequent elections on a regular basis.
- Section 3. Terms. Staggered terms and term limits for the Board of Directors and Officers shall be determined by the Resident Organization.
- Section 4. Notice. Description of election and recall procedures, eligibility requirements and dates of nominations and elections must be given to all voting Members at least thirty (30) days prior to nomination and election.

Optional Section:

- Section 5. Recall. Any elected officer of the Resident Organization may be recalled by a vote for removal by a majority of voting Members. A recall election must be promptly conducted when a petition requesting such an election is received from not less than ten percent (10%) of the voting Membership. All procedures for petitioning for a recall election shall be provided to voters for their inspection and must be included in the By-Laws.

ARTICLE X: COMMITTEES

The Board shall establish as many committees as are needed to conduct its business. The heads of these committees shall be appointed by the President with advise and consent of the Board, and the committee heads will report its activities at meetings of the Board.

There are two (2) types of committees which typically serve an organization. The first is called a "Standing Committee" and is usually chaired by the a voting member of the Board. A second type of committee is called ad hoc. An "Adhoc Committee" serves a special purpose and continues for a limited period of time.

ARTICLE XI: FISCAL AFFAIRS

Section 1. Deposit of Funds. All funds of the Resident Organization not otherwise expended shall be promptly deposited in such banks, trust

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companies, credit unions or other reliable and insured depositories as the Board shall determine.

Section 2. Checks. All checks, drafts, endorsements, notes and evidence of debt shall be signed by at least two (2) officers as the Board of Directors may authorize.

Section 3. Loans. No loans or advances or promises of payment shall be contracted or accepted on behalf of, or in the name of the Resident Organization, except those contracts authorized by the Board of Directors.

Section 4. Contracts. An officer authorized by the Board of Directors may, in the name of and on behalf of the Resident Organization, enter into contracts which are authorized by the Board of Directors.

ARTICLE XII: BY-LAWS

Section 1. Adoption. These By-Laws shall be adopted and become effective and the Resident Organization established upon the signing of these By-Laws by at least two-thirds (2/3) of all eligible Members at the first duly constituted meeting of the Membership. It is important to note that all of the persons authorized on the Board to approve this document should be signers of it.

Section 2. Periodic Review. These By-Laws shall be reviewed at least once every two (2) years by a temporary committee, which shall recommend to the Resident Organization any changes that should be made.

Section 3. Amendments. Amendments to these By-Laws shall be made by an affirmative vote of two-thirds (2/3) of the eligible Members present at a duly constituted Membership meeting provided that all Members have received at least three (3) weeks written advance notice of the changes being considered.

Approved and ratified at the Membership meeting of the _____ day of _____, 199_.

Signatures:

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