

# KALAMAZOO COLLECTIVE HOUSING BYLAWS

Adopted June 7, 2010

## ARTICLE 1: NAME AND LOCATION

**1.1 (Name)** The name of the Corporation is Kalamazoo Collective Housing. ("KCH")

**1.2 (Registered Office)** The registered office and the registered agent of KCH are those set forth in the organization's Articles of Incorporation-Non-Profit. That office and agent may be changed from time to time by the Board of Directors.

**1.3 (Principal Office)** KCH's principal office shall be located at such place within the State of Michigan as is designated by the Board of Directors, from time to time.

**1.4 (Other Offices)** The Board of Directors may direct the establishment of such other offices as KCH shall require.

## ARTICLE 2: PURPOSE AND STRUCTURE

**2.1 (Purpose)** The purpose of KCH is:

- To provide affordable housing to low-income and moderate-income individuals and families.
- To promote the social and general welfare of the community by offering low-cost housing, regardless of gender, race, creed, national origin and thus influence the community to eliminate prejudice and discrimination in housing.
- To initiate, coordinate, direct and engage the community and its members in educational efforts and programs in the philosophy, principles and practices of all cooperatives.
- To initiate, coordinate, direct and engage the community and its members in educational efforts and programs in the philosophy, principles and practices of ecologically sustainable living.

**2.2 (Powers and Property Rights)** In furtherance of its purposes, KCH may solicit, borrow, purchase or otherwise receive funds and other property, real, personal and mixed, and interests therein, hold, manage, administer, expend, return and sell, convey or otherwise apply such funds and other property subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest. No member, director, officer, employee, staff member or other individual or entity affiliated with KCH shall have property rights in KCH or any of its funds or assets. Only the Board of Directors, at a Directors' Meeting, may move and determine to dissolve. In the event KCH is dissolved, no part of its assets shall inure to any individual. All assets, after provision is made for the debts and obligations of KCH, shall be disposed of as the Board of Directors deems proper and according to law. No disposition of assets pursuant to this Article shall be made for a purpose or

to an organization or organizations not described in Section 501(C)(3) of the Internal Revenue Code. Preference shall be given, upon dissolution, to qualified organizations possessing the capabilities required to further the implementation of the purposes of KCH.

### **ARTICLE 3: STATUS**

**3.1 (Non-Profit Corporation)** KCH shall remain a private, non-profit corporation chartered by the State of Michigan and as set forth in Section 501 (C)(3) of the Internal Revenue Code, carrying all of the accountability factors and requirements called for by such corporations, and as under the provisions of the Michigan General Corporations Act (Act 327 of the Public Acts of 1931, as amended), and the Business Corporation Act (Act 283, Public Acts of 1972, as amended).

**3.2 (Fiscal Year)** The fiscal year of the corporation shall end on June 30 each year.

### **ARTICLE 4: MEMBERSHIP**

**4.1 (Definition)** Members include those who have entered into a Membership Contract with KCH, have paid applicable fees, and otherwise meet the membership criteria established by the Board of Directors. Members shall enjoy privileges as shall, from time to time, be established as policy by the Board of Directors.

**4.2 (Revocation of Membership)** Membership may be revoked by the Board of Directors if a Member fails to abide by the terms and conditions specified in the Membership Contract, or violates other policies of KCH.

**4.3 (Election of the Board of Directors)** The Membership has the sole authority to elect the Board of Directors.

### **ARTICLE 5: MEMBERSHIP MEETINGS**

**5.1 (Annual Meeting)** The Annual Membership Meeting of KCH shall be held in July or August of each year at such time and place as the Board of Directors shall designate for the purpose of receiving reports of the officers and committees, electing directors to all expired terms and unexpired, vacant terms, and transacting any other business that may properly come before the meeting. Not less than thirty (30) days written notice of time and place and nature of business must be given to the Membership. The agenda for the Annual Meeting will include biographical information speaking to the qualifications of candidates for the Board of Directors.

**5.2 (Voting Rights)** Each Member in good standing at the time of the Annual Membership Meeting is entitled to one vote. No proxies will be allowed. The meeting shall be governed by Robert's Rules of Order. "Good standing" as it relates to Members shall be defined as having paid dues through the date of the annual meeting.

**5.3 (Voting Procedure)** For Board elections, a simple majority of the total votes cast shall suffice. Issues at Membership Meetings shall be resolved by a 2/3 majority vote of the Members.

**5.4 (The Power to Call Referenda)** The Membership and the Board of Directors have the power to propose issues to be voted on at a Membership Meeting.

**5.5 (Quorum)** One-Half of all Members in good standing, present in person, or by speaker telephone shall constitute a quorum in any Membership meeting.

**5.5 (Special Membership Meetings)** Special Membership Meetings may be called by the Board of Directors or by written petition from at least 50% of the Membership to the Board Chair. Members must be notified in writing at least ten (10) days prior to a special meeting.

## **ARTICLE 6: BOARD OF DIRECTORS**

**6.1 (Number)** The Board of Directors shall consist of not less than six (6) and not more than ten (10) members. The Board of Directors shall consist of both Member Representatives and of non-member Community Trustees with the majority of the Board consisting of Member Representatives.

**6.2 (Member Representatives)** Member Representatives must be current Members of Kalamazoo Collective Housing. Member Representatives will be elected for terms of two (2) years, except in the event a Director is elected to fill an unexpired term, in which case such Director's term shall be the unexpired term. Each Member Representative shall remain a Member in good standing during her or his tenure of office. No Member Representative shall be eligible to be elected to the Board if, at the time of her or his election, he or she shall have served on the Board as an elected member for six (6) consecutive years, unless at least one (1) year shall have passed since he or she last served as a member of the Board.

**6.3 (Community Trustees)** Community Trustees must be Kalamazoo area residents not holding current Membership status in the corporation. Community Trustees shall be elected for terms of three (3) years, except in the event a Director is elected to fill an unexpired term, in which case such Director's term shall be the unexpired term. No Community Trustee shall be eligible to be elected to the Board if, at the time of her or his election, he or she shall have served on the Board as an elected member for nine (9) consecutive years, unless at least one (1) year shall have passed since he or she last served as a member of the Board.

**6.4 (Annual Meeting of the Board of Directors)** The Annual Meeting of the Board of Directors shall immediately follow the Annual Meeting of the Membership at which time the Board shall elect the officers for the ensuing year and transact any other business that may properly come before the meeting.

**6.5 (Authority)** The Board of Directors shall meet as is necessary to conduct the business inherent to a policy-making Board of an organization, i.e., fiscal, personnel, policies and systems. The Board of Directors shall appoint an Executive Director who shall be the chief operating and executive officer for the organization. The Executive Director shall be responsible for the implementation of the policies and the program as prescribed by the Board of Directors. The Executive Director is empowered to hire and dismiss all KCH employees. The activities of all KCH employees shall be under the supervision of the Executive Director. All employees of KCH and of any affiliated association or group shall report to the Executive Director or her or his appointee. The Executive Director shall manage the day-to-day affairs of KCH but shall not enter into loan agreements without the prior approval of the Board of Directors. In the case of absence of the Executive Director, or until such time as one is appointed, all employees of the KCH shall be under the supervision of the Chair of the Board or her appointee. The Executive Director shall serve as a non-voting member on all Board Committees.

**6.6 (Meetings)** The Board of Directors shall hold regular meetings, no less than four (4) times annually, at a time and place established by the Chair. A majority of the Board of Directors then serving shall constitute a quorum. Notice of regular meetings shall be mailed to Directors at least five (5) days prior to the date scheduled for such meetings. Notice shall include an agenda, minutes of the previous Directors meeting, and a current financial report in a form established by the Directors. Special meetings of the Board of Directors may be called by the Chair, or shall be called by the Chair upon written request to the Chair signed by a majority of the Directors then serving. When deemed necessary by the Chair, or requested by the Directors, a notice of a special meeting may be given by telephone, e-mail or regular mail so long as ten (10) days advance notice of the meeting is provided.

**6.7 (Rules for Transacting Business)** When a quorum is present at any meeting, the Formal Consensus Process, as defined in *On Conflict and Consensus* by C.T. Lawrence Butler and Amy Rothstein, shall decide any question. If the Formal Consensus Process is conducted twice on a specific proposal without action taken, the Board shall wait at least 30 days to revisit the issue. The issue may then be resolved using a 2/3 majority vote process as defined in the most recent edition of Robert's Rules of Order. Business may not be conducted by proxy, but a Director may attend by speaker telephone, web conferencing or any other device allowing for full participation in all discussion, at her or his own expense. Any action taken shall be deemed the action of the full Board.

**6.8 (Quorum)** A simple majority of the Directors then in office shall constitute a quorum of the Board of Directors, but a smaller number may adjourn finally or from time to time without further notice until a quorum is present.

**6.9 (Removal/Resignation)** A Special Membership Meeting in order to remove a Director may be called by the Board of Directors or a written petition from at least 50% of the Members. If a Special Membership Meeting is called for the purposes of discussion and voting as to the removal of a Director, no other topic will be on the agenda. A Director may be removed by the vote of a 2/3 majority of the Members at the special meeting. A Director may resign her or his position by tendering written notice to the Board of Directors, which shall take effect immediately.

**6.10 (Vacancies)** In case of a vacancy on the Board of Directors for any reason, other than a vacancy existing as of the date of the Annual Meeting of the Corporation, the remaining directors may choose a successor to serve until the next annual meeting, at which time the Membership may elect a director to fill the remainder of the unexpired term, if any.

**6.11 (Adjournment)** In the absence of a quorum at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time until the time fixed for the next regular meeting of the Board. Notice of the time and place of holding an adjourned meeting shall be given to absent members.

**6.12 (Attendance and Absences)** A Board member missing three (3) consecutive meetings, without those absences having been excused by the Board, will be deemed to have resigned from the Board and such attendance record will automatically create a vacancy at the next Board of Directors meeting.

**6.13 (Compensation)** Except as otherwise stated herein, no Board member shall receive compensation or reimbursement for any expense associated with her or his regular duties and service upon the Board of Directors. Reimbursement of expenses for special efforts or circumstances shall be made upon the approval of the full Board. Discounts may be offered with respect to benefits of KCH membership, as may, from time to time be permitted by policy.

## **ARTICLE 7: OFFICERS**

**7.1 (Powers and Duties)** The officers of KCH shall have and exercise powers of duties as specified below, shall be elected for one (1) year terms by the Directors from among their own at the Annual Meeting of the Board of Directors, shall at all times be members of the Board of Directors, and shall consist of the following:

- A Chair who shall be responsible to the Board of Directors and who shall be and remain a member of the Board during her or his term in office. The Chair shall preside at all meetings of KCH and its Board of Directors for which he is able to be present and shall determine all committee assignments. The Chair may sign checks drawn upon the funds of KCH. The Chair may enter into contracts with individuals and corporations with the approval of the Board of Directors.
- A Vice Chair who shall perform all the duties and exercise all of the authority pertaining to the Chair in the absence of the Chair and such other duties as may be assigned by the Chair.
- A Secretary who shall supervise and assure that the books, minutes of meetings and important documents of KCH are properly recorded, organized and securely maintained and perform other duties as may be assigned by the Chair.
- A Treasurer who shall supervise and assure all revenues and expenses of KCH shall be properly accounted for, secured and paid in accordance with policy established by the Board of Directors. The Treasurer shall assure the creation and maintenance of appropriate budgets and that all appropriations are authorized by the Board of Directors. The Treasurer shall supervise the preparation and submit financial statements at the annual meetings of the Membership and of the Board of Directors and at such times as the Board of Directors

or the Chair may direct.

- The full Board may from time to time confer upon a Board member the status of “Emeritus” for longstanding, exemplary service entitling the Emeritus member to attend and participate at Board meetings on a non-voting basis.

**7.2 (Qualifications)** Each officer of KCH shall be and shall remain a member in good standing of KCH or a non-member community trustee and of its Board of Directors during her or his tenure of office.

**7.3 (Resignation)** Any officer other than the Chair may resign at any time by giving written notice to the Chair. The Chair may resign at any time by giving written notice to the Secretary.

**7.4 (Vacancy)** In case of a vacancy in any office for any reason whatsoever, the Board of Directors shall elect a successor to serve for the remainder of the unexpired term.

## **ARTICLE 8: COMMITTEES**

**8.1 (Standing Committees)** KCH shall create committees through a proposal passed by the Board of Directors on an as needed basis. KCH shall have the following standing committee for the nomination of non-member community trustee directors with such duties and responsibilities as designated. Committee Assignments are renewable following the meeting in which new officers are elected and installed.

- Nominations: The Nominations Committee shall be exclusively invested with authority to nominate non-member community trustee directors to stand for election. The Executive Director shall not have a vote on the Nominations Committee. The Chair will appoint the Chair of the Nominations Committee.

## **ARTICLE 9: INCLUSION**

Kalamazoo Collective Housing will not discriminate against or harass any member, prospective member, employee, or applicant for employment on the basis of race, color, ethnicity, creed, religion, national origin, sex, sexual orientation, gender identity, ability, age, marital status, or status with regard to public assistance.

## **ARTICLE 10: INDEMNIFICATION**

**10.1 (Scope)** KCH shall, to the fullest extent now or hereafter permitted by law and by regulations and rulings issued by the Internal Revenue Service, indemnify any Director or officer of KCH (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of KCH) who was or is a party to or threatened to be made a party to any threatened, pending, or completed civil action, suit or proceeding by reason of the fact that such person is or was a Director, officer, volunteer, employee or agent of KCH, or is or was serving at the request of KCH as a director, officer, partner, trustee, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against

expenses (other than taxes, penalties or expenses of correction) including attorneys' fees (which expenses may be paid by KCH in advance of the final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of KCH and such person is either successful in her or his defense or the proceeding is terminated by settlement, and such person has not acted willfully and without reasonable cause with respect to KCH duties concerned, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe her or his conduct was unlawful.

**10.2 (Insurance)** KCH may purchase and maintain insurance on behalf of any such person against any liability (including penalties, taxes, expenses of correction, judgments, settlements or expenses) asserted against him or her and incurred by him or her in any such capacity or arising out of her or his status as such, whether or not KCH would have the power to indemnify him or her against such liability under the provisions of this Article or under the provisions of Sections 561 through 565 of the Michigan Nonprofit Corporations Act.

**10.3 (Rights to Continue)** This indemnification will continue as to a person who has ceased to be a Director or officer of KCH. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of KCH to the extent provided in a resolution of the Board of Directors or in any contract between KCH and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of KCH will inure to the benefit of the heirs and personal representative of that person.

## **ARTICLE 11: AMENDMENT**

These bylaws may be amended or repealed, in whole or in part, by a vote of a 2/3 majority of the Members. The Membership has the sole authority to approve changes and/or amendments to these bylaws. Such changes and/or amendments shall be voted on at a Membership Meeting. Any Current Member or the Board of Directors may propose bylaw changes.