

Sample By-Laws for State Developments

BY-LAWS FOR

name of resident organization

ARTICLE I: NAME

1. Name: The name of the organization is _____ and is abbreviated as _____.
2. Location: The organization's office is at _____ or such other location as may be designated by the Board of Directors in the future.

ARTICLE II: PURPOSE

The purpose of _____ (*name of organization*) is to improve life for the residents of _____. This includes:

1. Representing the General Membership in matters which affect residents' common interests, rights, status, and duties.
2. Providing input to the __HA on matters that impact residents including maintenance, modernization, redevelopment, __HA policies and procedures, Capital Improvement Plans, Annual Plans, Operating Budgets, resident services, and resident training, employment, and economic opportunities.
3. Seeking a mutually respectful working relationship with __HA and other organizations that have a role in the operation, management, and development of residents' housing.¹
4. Fostering a sense of community among residents, keeping residents informed about the resident organization, and maintaining a viable resident organization.
5. Educating residents about their rights and responsibilities.
6. Advocating for the residents who seek and need the assistance of the organization, when possible.

ARTICLE III: MEMBERSHIP

The participation of Members of the organization is crucial for _____'s (*name of organization*) success. Members can take part in decision making in many ways.

1. Members: All residents of _____² who are listed on the lease and are 18 years or older or an emancipated minor head of household are Members of _____ (*name of organization*). Participation is voluntary. Membership will automatically stop when a person is no longer a resident at _____ (*any of the places that the organization represents*), unless the resident has relocated temporarily because of redevelopment.
2. Members' Rights: The _____ (*name of organization*) shall not impose any unreasonable restrictions on participation by any resident who it represents.³ All Members have the right to:
 - a. Nominate Members of the _____ (*name of organization*) to the Board of Directors.
 - b. Run for and serve on the resident organization's Board of Directors.
 - c. Vote to elect Board of Directors.
 - d. Participate in the organization's meeting and activities held for Members.
 - e. Have a reasonable opportunity at meetings to make their views about matters of common interest known.
 - f. Vote on matters including adopting, repealing, or amending the resident organization's by-laws.
 - g. Participate in the recall of a member of the Board of Directors.
 - h. Serve on committees.

ARTICLE IV: MEMBERSHIP MEETINGS

Meetings are the most important means of conducting the business of the organization and getting residents' input. They should also provide the Members with an opportunity to understand the activities of the organization.

1. Regular Membership Meetings: The Board of Directors shall hold at least two regular meetings a year for the General Membership.⁴ The resident organization may also hold additional and more frequent regular meetings for Members and conduct special meetings in between regular meetings.
 - a. Purpose: The purpose of regular meetings will be to inform residents about matters of general interest and solicit residents' input on issues of concern.
 - b. Notice: The Board of Directors shall provide written notice of regular meetings which will be posted at least seven (7) calendar days in advance of meetings.⁵ Notice will be posted in prominent locations including the _____ HA's office and _____ (*state where in the developments' lobby, community room, laundry room*). _____ (*organization*) will strive to

provide more notice, depending on resources available, which may include flyers, door-to-door, phone trees, mail or email, public meetings, social events or other means.

- c. Agenda: Items for the agenda will be posted in the notice of the meeting. Items for the agenda may be added by Members by written request to the president of the board at least _____ days in advance of the meeting.
 - d. Review of Yearly Budget: At least once a year at a regular meeting, the Board of Directors will review and have an open discussion with Members about _____ (*organization*) proposed yearly budget prior to adopting it.⁶ At the meeting, a yearly statement of income and expenditures from all funding sources will be provided to all Members. The Board reserves the right to collect this information after the budget is approved.
2. Emergency Membership Meetings: The president or a majority of the Board of Directors may call an emergency meeting.
 - a. Notice: When it is not possible to give seven (7) calendar days in advance of an emergency meeting, 48-hours' notice will be sufficient.⁷ _____ (*organization*) will post notice of the emergency meeting in prominent locations including the _HA's office and _____ (*state where...in the developments' lobby, community room, laundry room*). _____ (*organization*) will strive to provide more notice, depending on resources available, which may include flyers, door-to-door, phone tree, mail or email, public meetings, social events or other means.
 3. Attendance: Regular, special, and emergency meetings shall be open only to Members. Non-resident ___HA employees and non-residents may only attend by invitation of the Board of Directors. The Board of Directors shall keep a record of attendance for all meetings.⁸
 4. Location of Meetings: Regular, special, and emergency meetings will be at times and places that are reasonably convenient to residents⁹ and wheel chair accessible.
 5. Conduct of the Meeting: The president, or in his or her absence, the vice president or another board officer shall chair meetings. The Board officers shall meet in advance of meetings to set the agenda. The board officers may set procedures (ground rules) for the meeting, including a time limit on speakers and how to make motions.
 6. Translation Services: If resources are available, the resident organization will provide translation services, if needed.
 7. Voting: Only Members are permitted to vote on _____ (*name of organization*) matters. Each Member shall have only one vote. Voting can only be exercised by people present at a Membership meeting, unless the Board makes known in writing to the Membership that absentee voting or voting by proxy is allowed and what procedures will be used. The Board shall determine how votes

shall be taken and whether voting shall be conducted by a show of hands or by a written ballot.¹⁰

8. **Quorum:** Except as otherwise required by these by-laws, all business at any regular, special, or emergency General Membership meeting shall be by a simple majority vote of those Members present.

ARTICLE V: BOARD OF DIRECTORS

The Board of Directors is responsible for managing the affairs of the organization, conducting its business, and consulting and informing Members.

1. **Number of Officers:** The Board of Directors of the _____ (*name of organization*) shall consist of _____ Members.
2. **Term of Office:** Members of the Board of Directors shall be elected for a term of three (3) years.¹¹
3. **Board Meetings:** The Board of Directors shall determine the frequency, location and time of their Board meetings and shall provide notice of their meetings to the General Membership. Board members are required to attend Board meetings. Generally, Board of Director meetings are open to the General Membership unless the Board of Directors decides to close the meeting and go into executive session for all or a portion of its meeting. It may do so only to discuss confidential matters, including but not limited to removal of an officer, Board Member, or Member, discipline or dismissal of an employee of the organization, and litigation. Non-LHA tenants (including LHA staff) may attend only by invitation of the Board of Directors.
4. **Special Meetings:** Special meetings shall be held at any time when called by the president of the Board or any of the other directors.
5. **Quorum:** A quorum is necessary for the Board of Directors to vote on matters, including financial matters. A quorum shall be _____.¹²
6. **Voting:** Matters shall be decided by a majority vote, if a quorum is present. The General Membership cannot vote on matters at the Board of Director meetings.
7. **Filling Vacancies:** The Board may fill any vacancies that occur on the Board in between regular elections by _____.¹³ The Board may choose to leave a vacancy open until the next election, but not if it will cause the number of Board members to drop below what constitutes a quorum.
8. **Resignation:** A Board of Director may resign by giving written notice to all other members of the Board of Directors or by giving oral notice at a Board of Director's meeting in person where it is recorded in the minutes.
9. **Removal from the Board:** The Board of Directors may, at any time, remove a Board of Director for good cause by a majority vote of the Board members

present at the meeting. The following shall be considered good cause:

- a. Absence from three (3) board meetings without excuse;
- b. Violating the confidentiality of Residents;
- c. Misusing the organization's office or name.
- d. Failure to resign after losing membership in the organization;
- e. Acting contrary to a position taken by a Board of Directors vote.
- f. Breaching the Director's duty of loyalty to the organization.
- g. Acts not in good faith that involve intentional misconduct or a knowing violation of law.
- h. Any transaction from which the Board Member derived an improper personal benefit.

Any Board Member may initiate an action on removal, but it must be preceded by written notice to all members of the Board of Directors, at least one (1) week in advance of the meeting, stating that the issue of removal shall be considered at that meeting, and stating the grounds for removal based on the above (a)-(h). Any Board Member who is removed as a Board of Director must turn over all of the Board's records and accounts to the Board of Directors.

10. Notice: The _____ (*resident organization*) shall give prompt written notice to the General Membership of any vacancy caused by resignation or removal of an Officer or Board of Director and the name of the person appointed by the Board of Directors to fill the vacancy.

ARTICLE VI: ELECTIONS OF THE BOARD OF DIRECTORS

An election process allows for Members to discuss issues of concern and for resident leaders wishing to be on the Board an opportunity to express their concerns.

1. Elections Every Three (3) Years: Elections shall be held every three (3) years for the Board of Directors.¹⁴ There shall be a fair election procedure that imposes no unnecessary restrictions on Residents who want to run for the Board.¹⁵ Elections shall be supervised by a disinterested third-party person or organization with experience conducting elections.
2. Eligibility: All Members of the General Membership shall be eligible to serve on the Board of Directors, so long as they are:
 - a. Not employed by the _HA in a policy-making or supervisory position.¹⁶
 - b. Are in compliance with their lease. A resident is considered in compliance with their lease if they are in the process of a grievance or court procedure where no determination has been made or if they have a __HA or court agreement and are complying with it.

Any Director who is removed for good cause shall be not be eligible to run for election.

3. Election Committee:¹⁷ The Board of Directors may establish an Election Committee to assist the organization in conducting elections or recall elections of the Board of Directors. When establishing the Election Committee, the Board of Directors shall notify all Members of the _____ (*resident organization*) that it is seeking volunteers. The Election Committee may include _____ (*resident organization*) Members and/or volunteers who are not part of the General Membership. A person who plans to be a candidate for the Board of Directors cannot be a member of the Election Committee.

4. Notice of Nomination and Election:¹⁸
 - a. The Board is responsible for making sure that all voting Member households receive a written notice at least thirty (30) days before the nomination deadline. The notice must include information about the nomination process for the _____ (*resident organization*) Board of Directors, eligibility requirements, and nomination papers that explain how to complete the form and where and when to file it by. This notice must also include information about the election process.

 - b. A second written notice shall be sent to all voting member households at least fourteen (14) days before the election with the date, time and location of the election. A final notice of the election date, time and location shall be posted in prominent places at least seven (7) days before the election.

 - c. To ensure the notices solicit the broadest possible attention of residents, notices will be delivered to each occupied unit of the development, posted in prominent places including the lobby, community rooms, laundry rooms and at the ___HA's offices, and translated from English into at the most appropriate languages for the General Members of _____ (*resident organization*), provided that there are resources available to accomplish this.

5. Conduct of Election:
 - a. Independent Third-Party: The Election Committee, or in the absence of an Election Committee, the Board shall choose an independent third party to oversee the election, to provide it with advice as needed, to conduct elections to collect and count ballots, and to certify to the ___HA that the election was fair.

 - b. Polling Stations: Polling stations will be located at a time and place that is reasonably convenient to Members with a sufficient level of privacy to mark ballots. The polling locations shall be wheelchair accessible. The persons staffing the polling stations and acting as third party observers shall be impartial. No candidate for election is allowed in the polling station other than to cast his/her own ballot. No campaign activities shall be conducted by any candidate or his/her supporters within twenty (20) feet of the polling station.

- c. Voting: Voting for the Board of Directors shall be by secret written ballot and a secured ballot box shall be located at each voting station. The independent third-party shall, with the Election Committee, if there is one, determine the best way to verify that residents are eligible to vote without violating residents' privacy and confidentiality.¹⁹
- d. Notice of Election Results: Within _____ working days of the election, the Election Committee shall provide notice to the General Membership of the election results, including the number of votes cast for each candidate,²⁰ by posting the information at the organization's office and at the development management office. Within _____ working days of the election, the Board of Directors shall provide written notice to the ___HA of the election results within. This correspondence shall include a list of all Board of Directors elected and their contact information.²¹
6. Recall Elections: Recall elections may be held to unseat and replace a Board of Director at any time by a written request from the General Membership which specifies the reasons for the recall election and which is signed by one or more members in at least two households or by ten percent (10%) or more of the households represented, whichever is greater. A recall election must be done by a vote, after providing proper notice, and must be overseen by a disinterested person or organization that will provide the ___HA with a certificate attesting to the fairness of the election.²² Recall elections must be held in accordance with 760 CMR 6.09(2)(a)(8).

ARTICLE VII: OFFICERS

1. Election of Officers and Responsibilities: The _____ (*resident organization*) officers shall be elected by _____.²³ The officers shall include:
- (A) President—The President shall chair all meetings of the Board of Directors, preside over General Membership meetings, represent the General Membership and the Board of Directors, sign all correspondence on behalf of the organization (except as the Board of Directors may otherwise designate), and exercise general supervision of the affairs of the organization.
- (B) Vice-President(s)—One or two Vice-Presidents may be elected. The Vice-President(s) shall perform the duties of the President when the President is absent or unable to perform his/her duties and shall assist the president in his/her duties.
- (C) Secretary—The Secretary shall take and maintain minutes of all Board of Directors and General Membership meetings and shall record attendance, whether there is a quorum, and the votes taken. The secretary shall also insure that proper notice of Board meetings and General Membership meetings is given to the Members. In the absence of the Secretary, a temporary secretary may be elected to record the minutes of the meeting.

(D) Treasurer—The Treasurer shall keep the records of all financial affairs of the organization, shall sign off on checks authorized by the Board of Directors, and shall provide regular statements of income and expenditures from all funding sources to the Board of Directors and once a year to the General Membership.²⁴ All checks issued by the organization shall have, in addition to the signature of the Treasurer, the signature of at least the President (or, in the President’s absence, the Vice-President) or Secretary.

(E) Alternate Officers: Other Board members may be elected as Alternate Officers who may assist the primary officers in carrying out their functions.

2. Term of Office; Resignation, Removal from Office, and Filling of Vacancies:

- a. Term: The Officers’ term of office shall be the same as their term on the Board.
- b. Resignation: An Officer may resign by giving written notice to all other members of the Board of Directors or by giving oral notice at a Board of Director’s meeting in person where it is recorded in the minutes. The resignation an Officer shall not be deemed to be a resignation from the Board of Directors unless this is stated. Any Officer who resigns shall have the responsibility to turn over any of the Board’s records and accounts to the Board of Directors.
- c. Succession of Officers: If the president becomes unable to serve or resigns, the vice-president shall assume the duties of the presidency. If the vice-president becomes unable to serve or resigns, the secretary shall assume the duties presidency. If the secretary should become unable to serve or resigns then the treasurer shall assume the duties of the presidency.
- d. Removal from Office: The Board of Directors may, at any time, remove an Officer for good cause by a majority vote of the Board members present at the meeting. The following shall be considered good cause:
 1. Absence from three (3) board meetings without excuse;
 2. Violating the confidentiality of Residents;
 3. Misusing the organization’s office or name.
 4. Failure to resign after losing membership in the organization;
 5. Acting contrary to a position taken by a Board of Directors vote.
 6. Breaching the Director’s duty of loyalty to the organization.
 7. Acts not in good faith that involve intentional misconduct or a knowing violation of law.
 8. Any transaction from which the Board Member derived an improper personal benefit.

Any Board Member may initiate an action on removal, but it must be preceded by written notice to all members of the Board of Directors, at least one (1) week in advance of the meeting, stating that the issue of removal shall be considered at that meeting, and stating the grounds for removal.

The removal of an Officer shall not be deemed to be a removal from the Board of Directors unless this is stated.

Any Officer who is removed as an Officer shall have the responsibility to turn over any of the Board's records and accounts to the Board of Directors.

- e. Notice: The _____ (*resident organization*) shall give reasonably prompt written notice to the General Membership of any vacancy caused by resignation or removal of an Officer and the name of the person appointed by the Board of Directors to fill the vacancy of the Officer.

ARTICLE VIII: COMMITTEES

Standing Committees: The Board of Directors may establish standing committees to carry out the goals and objectives of the organization. It may actively recruit the General Membership to serve on committees to ensure democratic participation and to further the goals of the organization. Any standing committees shall report to the Board of Directors and to the General Membership on their ongoing work.

ARTICLE IX: GENERAL FISCAL PROVISIONS

1. Fiscal Year: The fiscal year of the organization shall begin on _____ and end on _____ of each year.
2. Budgets: A proposed budget will be adopted annually by the Board of Directors, after discussion with Members, at a meeting held for this purpose, and in addition, after providing to all Members present at that meeting, an annual statement of income and expenditures from all funding sources.²⁵
3. Expenditures of Tenant Participation Funding: The _____ (*name of organization*) shall not make any expenditure of tenant participation funds received from _HA except in accordance with a budget approved by the _HA.²⁶ Such funds shall only be used for the _____ (*name of organization*) ordinary and necessary business and authorized activities.²⁷ This does not apply to funds raised from private or other sources.
4. Financial Statement to LHA: The _____ (*name of organization*) will submit a financial statement to the _HA at the end of the _HA's fiscal year, accounting for all income received and expenditures made from tenant participation funding received for state public housing.²⁸ This does not apply to funds raised from private or other sources.

ARTICLE X: BY-LAWS

1. Adoption: These By-Laws shall become effective upon approval by a majority vote of a quorum of Members who are present at a meeting. A quorum for this purpose shall be _____.²⁹
2. Publication: A copy of the most recent By-Laws must be made available to any Member of the _____ (*resident organization*) upon their request. A copy of these By-Laws and any amendments will be submitted to the ___HA. These by-laws shall be made available by the LHA on its website and posted prominently in the LHA's office and in any community center or rooms serving residents represented. The Board of Directors shall keep copies of the By-Laws on file, including any amendments and the date of adoption and amendment.³⁰
3. Translation: The Board of Directors shall seek assistance from the ___HA to arrange for copies of the By-Laws to be translated into the languages commonly spoken at the development.
4. Procedure for Amendment of By-Laws: The By-Laws may be amended only by a majority vote of a quorum of Members, as defined in Article X, Section 1 above, who are present at a regular or special Membership meeting, after notice was given of the time, date, location, and purpose of such meeting.
5. Notice: The Board of Directors shall ensure that notice of the time, date, location and purpose of the meeting to adopt or amend the by-laws is given to all Members. Notice shall be sufficient if given at least seven (7) calendar days before the meeting and is posted in prominent locations, such as in _____ and in the ___HA Office. More notice, including notices delivered by flyers, mail and/or email is encouraged but not required.
6. Approval: These by-laws were approved at the Membership meeting of _____ (*organization*) held on _____ (*date*).

Signatures below of officers:

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1. 760 CMR 6.09(2)(a)(3) states that the purpose of a resident organization is “to see and maintain a courteous working relationship with the LHA.”
 2. 760 CMR 6.09(2)(a) states a resident organization can represent:
 - a) all residents of the LHA’s public housing citywide or townwide,
 - b) all public housing residents in a particular neighborhood,
 - c) all residents in a particular program (which may include residents in state and federally subsidized housing),
 - d) all residents in state-aided family housing,
 - e) all residents in state-aided elderly/handicapped housing, or
 - f) all residents in a particular state-aided development or in public housing operated on or behalf of an LHA which is not owned or managed by the LHA.
 3. 760 CMR 6.09(2)(a)(2).
 4. 760 CMR 6.09(2)(a)(6).
 5. 760 CMR 6.09(2)(a)(4).
 6. 760 CMR 6.09(2)(a)(11).
 7. 760 CMR 6.09(2)(a)(4).
 8. 760 CMR 6.09(b)(3). It is important to keep records of attendance for all meeting because that is one of the criteria that a LHA can consider when determining whether to recognize a LTO if there is more than one resident group seeking recognition.
 9. 760 CMR 6.09(2)(a)(6).
 10. While some by-laws do not allow absentee voting or voting by proxy, to enable residents with disabilities, an illness, or who may be away to participate, by-laws can provide for absentee voting or voting by proxy. This raises many logistical issues.
 11. Elections must be held at least every 3 years, but can also be held every year or every two years.
 12. The way this is worded is that a quorum be established for purposes of taking a vote, not for purposes of holding a meeting. It could also be structured so that the Board is not allowed to meet unless there is a quorum. Some establish that a quorum is the 2/3rd of the members of the Board. Some say majority. Some say that there must be a least a certain number, for example, if there are 5 directors, a quorum would be at least 3 members.
 13. 760 CMR 6.09(2)(a)(10) states that the LTO’s by-laws are what establish a process to fill vacancies on the Board of Directors in between regular elections. Some processes to consider:
 - Written notice to the General Membership of such a vacancy and a reasonable time to submit names for consider for appointment to the Board by the Board of Directors.
 - A special election with notice to all residents.
 - Inviting and appointing residents who ran in the last election based on the person with the next highest votes.
 14. State regulations require that elections be held at least every 3 years. Elections could also be held every 2 years.
 15. This is required by 760 CMR 6.09(2)(a)(8).

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16. If there is a management company or partner owner, this provision should cover both.
 17. State regulations do not spell out what a “fair election procedure” is. One way to structure a fair election procedure is to have an Election Committee. The by-laws could require an Election Committee or provide the organization with discretion to set it up.
 18. The state regulations do not require a certain number of notices for purpose of elections. It is a good election practice to give residents more than one notice about nominations and elections and a reasonable time to make nominations. State regulations require at a minimum that an LTO give residents at least seven (7) calendar days before an event. It must also be posted in prominent locations in the develop lobby or community room and in the LHA’s offices. More notice, including notice delivered by flyers, mail or email is encouraged. See 760 CMR 6.09(2)(a)(4). Note: If resident are going to face relocation because a development is going thru revitalization and/or demolition, by-laws could include a provision about alternative ways to provide residents with notice.
 19. To prevent a violation of DHCD’s Privacy and Confidentiality regulation, 760 CMR 8.00, the third-party should develop a system, with the Election Committee if there is one, that does not allow tenants to get a list of authorized household members over the age of 18 directly from the LHA without authorization from those household members. One way to determine whether a resident is eligible to vote is that the LHA can send a LHA staff person with a list of residents to the election to determine during the election whether a resident is eligible. Another way is that the third-party can have sign-in sheet where residents sign-in when they vote with their name and address and then the third-party gives that list to the LHA after the election to verify that those signing in were eligible to vote. If a person votes who is not eligible, MUPHT recommends discounting a vote from the candidate with the most votes.
 20. Numbers of votes are important to record and make public since under 760 CMR 6.09(2)(b), if there are two competing LTOs seeking recognition, the LHA considers who best represents the interests of the residents by the number of residents voting.
 21. 760 CMR 6.09(2)(last paragraph) states that the LTO shall promptly notify the LHA of the results of election of its officers and require that contact information of the officers of an LTO shall be updated and available for viewing on the LHA’s website and posted prominently in the LHA’s office and in any community center of room serving residents represented by the LTO.
 - The Board of Directors should include as an agenda item at the first meeting what contact information it will provide to the LHA.
 - Residents can set up free email accounts such as MTAPresident@gmail.com . So residents could provide the names and email addresses as contact for purposes of posting on the web, but give address and phone to the LHA for contact purposes but not for posting on line.
 - Resident could decide that while they may want to leave out their apartment # they may want to identify what building they live in
 - The officers could also have a designated a phone number to post if residents have questions.
 - The issue to think thru is language access – having the # for residents speak only Spanish or another language.
 22. CMR 760 6.09(2)(a)(9).
 23. Pursuant to 750 CMR 6.09(2)(a)(7) by-laws must establish a procedure to elect officers. A procedure may be that the General Members choose the officers or the Board does.
 24. 760 CMR 6.09(2)(a)(11).
 25. 760 CMR 6.09(2)(a)(11).
 26. 760 CMR 6.09(3)(a)(c).

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27. 760 CMR(3)(c).
 28. 760 CMR 6.09(3)(a)(c).
 29. 760 CMR 6.09(2)(a)(5) states that by-laws may be changed only by a majority vote of a quorum of residents as defined by the Association's by-laws who are present at a meeting after notice was given of the time, date, location, and purpose.
 30. 760 CMR 6.09(2)(a)(last paragraph).

December 11, 2018