

**CATHEDRAL TENANTS UNITED, INC.
BY-LAWS**

ARTICLE I Name

Section 1. The name of the organization shall be Cathedral Tenants United, Inc.

ARTICLE II Place of Business

Section 1. The location of the Organizations principal place of business shall be the Cathedral Tenants United Office, located at 1472 Washington Street, (rear) Boston, MA 02118.

ARTICLE III Purpose

Section 1. The purpose of the Organization shall be:

- a. To improve the physical and social conditions of the Cathedral Housing Development of the Boston Housing Authority (BHA); specifically, by ensuring that the Cathedral Development provides safe, sanitary, decent and affordable housing.
- b. To ensure that BHA and it's management respect the rights and dignity of all residents living within the Cathedral Development and represent tenants in bargaining with the BHA on all management issues which effect the Cathedral Development residents.
- c. To hold regular meetings, keep residents informed and encouraging leadership and involvement among all in the community concerning all issues that effect the living conditions at the Cathedral Development.
- d. To secure all available funds and resources to meet the social, recreational and educational needs of the community; especially those of the youth, elderly, and family populations.
- e. To develop a democratically run organization and to always be open to new participants.
- f. To raise funds to meet the needs and goals of the organization.
- g. To organize all tenants to influence local and city-wide decisions of the BHA and other government agencies that effect public housing residents, uniting with residents city-wide when appropriate for action or press conferences
- h. To be affiliated with and have active, representation in BHA city-wide organizations through delegates to Boards, participation in campaign meetings, workshops etc.

ARTICLE IV Powers

Section 1. The organization is empowered to do all things permitted to be done by a non-profit corporation under federal and Massachusetts law. The organization is empowered to do in general, all things which shall be necessary or desirable to carry out the purposes and objectives herein above set forth and permitted under federal and state laws.

Section 2. The organization is prohibited from doing anything prohibited of a non-profit corporation under Massachusetts Laws.

ARTICLE V Non-Profit Status.

Section 1. The organization is not organized for profit and no part of the net earnings, if any, shall insure to the benefit of any individual on the Board of Directors.

Section 2. In the event of dissolution, the Organization's asset shall be applied to charitable purposes according to law.

ARTICLE VI Fiscal Year

Section 1. The fiscal year of the organization shall begin on the first day of July of each year.

ARTICLE VII Membership

Section 1. All residents of the Cathedral Housing Development who are eighteen years of age or older or who are heads of households shall be members of the organization automatically.

Section 2. A member of the Organization shall be removed automatically from membership if he or she moves out of the Cathedral development.

Section 3. Members shall have the right to participate and vote in the organization's annual meeting on amendments to the by-laws, resolutions, and election of the Board of Directors. Members shall have the right to participate in all other meetings of the Board, and shall have the right to participate in all committees created by the Board; to carry on the work of the Organization. However, they shall have no voting power at Board meetings and no voting power at Committee meetings unless they are designated as members of such committee.

ARTICLE VIII Annual Meeting.

Section 1. There shall be an annual meeting of the organization, which shall be held in June of each year.

At this meeting members of the organization shall receive an annual report, a financial report and other such matters the Board may desire, and any matter so specified by written petition signed by 10 or more members and submitted to the Board no later than 3 days prior to the date of the annual meeting. No matter added to the agenda by such person shall involve the disclosure of information considered confidential.

Section 2. Advance notice of the annual meeting including the agenda shall be given in writing to all members of the Organization 10 days in advance of the annual meeting.

Section 3. Each member of the Organization shall have one vote at the Annual meeting. There may be voting by proxy.

Section 4. The Chairperson of the Board shall chair the annual meeting and set procedure for debate, setting time limits on speakers and number of speakers allowed to speak for and against a motion, when necessary. Any member, who objects to the procedure, may make a motion for an alternative procedure to be used. A majority vote of those present and voting shall be sufficient to pass a motion for a resolution.

Section 5. Attendance of 20 or more voting members shall constitute a quorum for an annual meeting.

ARTICLE IX Special Meetings

Section 1. Special meetings of the members of the organization may be called at any time by the Chairperson of the Board or upon request of (2) Directors.

ARTICLE X Board of Directors

Section 1. Elections

Every (2) years there will be an election on or around July 15th. There shall be eight (8) directors elected who shall constitute the Board of Directors of the Organization. In order to participate in the election as a Candidate, Candidate must be 18 years or older and a Cathedral Development resident. The candidate must obtain 20 signatures of legal residents in the Cathedral Development. The Directors shall be elected by a secret ballot by the members of the Organization. The eight persons who obtain the most votes shall be the Directors. Each Director shall serve a (2) year term. At least 3 members must participate in the elections in order for it to be a valid election.

Notice to residents of the election results shall be provided within three (3) days by visibly posting the results at both the CTU Office and the Management Office.

In the event 8 members do not participate in the election, a special meeting shall be convened within one month, the sole purpose of which is to elect the Board of Directors, such meeting shall have a quorum of 20 members.

Residents are prohibited from serving as a member of the board of their local tenant organization if they are employed by the BHA or a contracted management company working within the development in which they live. Nor may they serve on the Board of Directors if they are employed by the BHA in a policy-making or supervisory position within the central administration.

CTU shall establish an Election Committee comprised of non-candidates, residents and or third-party volunteers. This Committee shall implement and oversee all CTU election activities as well as ensure the organization's compliance with all relevant election requirements, including those provided by this policy.

Section 2. Removal and Vacancies

A Director may be removed from the Board of Directors for good cause by a majority vote of the Board of Directors present at a Board of Directors meeting provided that at least one week in advance of such meeting the chairperson sends all Directors notice of the planned removal and grounds for such removal.

The following constitute good cause for removal from the Board:

- ✓ Absence from three board meetings without sufficient cause (at the discretion of the board);
- ✓ Violating the confidentiality of a tenant;
- ✓ Accepting a paid Policy Development position with the Boston Housing Authority,
- ✓ Misusing the tenants Associations office or name,
- ✓ Participating in other behavior detrimental to the goals of the Organization;
- ✓ Moving out of the Cathedral Development.

The dismissed Director shall receive written notice of the Board's action, which will contain an appeal clause. Dismissed Directors must return Task Force office keys and all other Tenant Association records files and other property.

Vacancies shall be filled by a majority vote of the remaining Directors. A Director elected by the remaining directors shall serve until the next election.

Section 3. Resignation

A Director who wishes to resign from the Board shall submit a written resignation to the Secretary 2 weeks in advance of effective date of resignation. Board member shall vote to accept the written resignation at next regular or special Board meeting of Directors

ARTICLE XI: Meeting of the Board

Section 1. The Board of Directors shall meet at least once a month, and may meet as often as necessary, at such time and place as the Board determines. All meetings shall be open to all members of the organization, and notice of the meeting and agenda is to be posted for all resident (members). A notice in writing is to be sent to the Board. A 5-day notice is required. The Board of Directors in extraordinary circumstances shall have the power to go into executive session and exclude persons who are not on the Board of Directors from its deliberations, provided, notice of such planned action is included in the advanced notice of the meeting and is approved by 2/3 vote of the Directors present.

Section 3. Quorum

One-half plus one of the members of the Board then in office shall constitute a quorum of the Board. No action may be taken unless quorum is present.

Section 4. **Voting Powers**

Each Director gets 1 vote. There may be vote by proxy. No person who is not a director can vote or make motions at a Board of Director meetings. Decisions of the Board shall be made by a majority of the Directors present.

ARTICLE XII. Duties and Powers of the Board

Section 1. **Duties**

The Board of Directors shall:

- a. Develop, recommend, implement and monitor policy and programs for the organization.
- b. Form and coordinate the work of committees on various housing and community issues, provide leadership, direction and support for said committees. There is to be a minimum of one Director on each committee.
- c. Report to members of the organization on its activities, keeping all informed and encouraging involvement.
- d. Representing the interest of all members of the organization before the Boston Housing Authority and other agencies.
- e. Attending as many community meetings, committee meetings, workshops, etc. as possible.

Section 2. **Powers**

All powers of the corporation shall be exercised by the Board of Directors and such powers shall be exercised only at duly constituted regular or special meeting of the Board. Subject to the provisions of the Certificate of Incorporation and these By-laws, the Board shall have all powers necessary or incidental to manage the affairs and effecting the purposes of the corporation.

Specifically, such powers shall include but not be limited to:

- a) Electing officers of the corporation;
- b) Filling vacancies occurring on the Board;
- c) Removing Directors and officers for cause;
- d) Authorizing the investment and expenditure of funds;
- e) Employing such persons and contracting for or otherwise obtaining services as shall be deemed necessary;
- f) Receiving Funds;
- g) Establish and maintaining bank accounts;
- h) Electing a representative of the members of the corporation to attend meetings and participate in the affairs of any duly constituted city-wide, state-wide or nation-wide organization.

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Executive Committee - The members of the Executive Committee shall be the President the Vice-President the Secretary and the Treasurer of the corporation.

It shall be the responsibility of the Executive Committee to manage the affairs of the board between Board meetings, to coordinate the activities of the various Committees of the board and to plan and publish the agenda of the Board meetings. The Executive Committee shall make no policy decisions or commitments without the full consideration and prior authorization of the Board.

ARTICLE VIII Officers

Section 1. Elections

Officers shall be elected at first meeting after the election. They shall be elected by the Board of Directors. The officers are a Chairperson, a Vice-Chairperson (or Co-Chairperson if Board so chooses), Secretary, Treasurer, or any other officer the Board may appoint. Officers shall have a 2 year terms. No director shall hold more than one position at a time.

Section 2. Chairperson

The Chairperson, subject to the supervision of the Board, shall have the following duties:

- a. Preside at all meetings of the Board of Directors and annual meetings at which, he or she is present.
- b. Report on all activates and information concerning the development to the Board and community at Board meetings, general meetings, annual meetings, and other such items as requested by the Board.
- c. Stay abreast of all committee activity, ensure support and open communication with committees, and follow-up on committee action.
- d. Sign all correspondence to outside agencies and ensure Cathedral representation at all outside meetings with agencies.
- e. The Chairperson shall have powers to vote to make or break a tie vote on the Board of Directors, in accordance to Roberts Rules of Order.

Section 3. Vice-Chairperson

The Vice-Chairperson shall have the following duties:

- a. Preside at all meetings when the Chairperson is absent.
- b. Execute the duties of the Chairperson in the latter's absence or inability to function.
- c. Support the chairperson in all of his or her duties.

Section 4.

Secretary

The Secretary shall assume the following duties

- a. Record minutes of all Board meetings; general meetings and annual meetings. She/he shall also distribute minutes to all Directors.
- b. The Secretary shall assume responsibility for finding a substitute for meetings which he or she cannot attend.
- b. Oversee outgoing correspondence.
- c. Oversee notification all Board meetings, including distribution of agenda.
- d. Jointly signing, along with the Board President, all outside correspondence.

Section 5.

Treasurer

The Treasurer shall assume the following duties:

- a. Have charge of the organizations financial affairs and assume, responsibility for all monetary transactions, keeping all receipts, records and books which shall be available for inspection at any time.
- b. The Treasurer shall be one of two names required on all checks of the organization.
- c. Provide detailed financial reports at Board meetings, General meetings, and annual meetings or at such times as the Board determines appropriate.
- d. Surrender all books, receipts and records of the organization to the Board of Directors in the event of resignation from office.

ARTICLE XIV.

Committees

Section 1.

The Board of Directors shall actively recruit members of the Organization to serve on committees as a means for ensuring democratic participation and furthering the goals of the organization. The committees established by the Board of Directors shall make recommendations on matters referred to them. Committees shall also report their work at the annual meeting. The Board person shall appoint all Committee Chairpersons.

ARTICLE XV.

Indemnification

Section 1.

The members of the Board of Directors, the officers, and the employees and agents of the Organization shall be indemnified by the Organization for any liability incurred in the carrying out of their respective duties in furthering the purpose or objectives of the Organization. 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 proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Organization. Indemnification shall be provided although the person to be indemnified is no longer an Officer, Director, employee or agent of the Organization.

ARTICLE XVI Amendment of the by-law's

Section 1. These by-laws may be amended by a majority vote of the Board of Directors of the organization or by a majority vote of those members in attendance at an annual meeting; provided that notice of the substance of the proposed amendment is given in the notice of the meeting at which such vote is taken. Amendments to the by-laws may also be made on the floor of the annual meeting, but such amendment to succeed, must pass by a two-thirds majority vote of those present and voting

Amended. November 1994 and June 1999

Adopted by vote on: _____ 1999