

## By-Laws

### The Mission Main Tenants Task force, Inc.

The name of this organization is the Mission Main Tenants Task Force, Inc.  
The Organization is governed by an elected Board of Directors.

#### **Section 2. Location of Office**

The location of the principal office of the corporation is at 38 St. Alphonsus Street, Roxbury, Mass.

#### **Section 3. Purpose of the Organization**

The purpose of this organization is to promote the economic and social welfare of the tenants of the Mission Hill Main public housing development; to improve the physical and social conditions of the development; to insure a safe and secure living environment; to advocate for maximum tenant participation in the management of the development; to provide educational and employment programs and opportunities for tenants of the development; to provide advocacy, support, and assistance to all tenants of the development; to promote a greater sense of community among Mission Main Tenants; and to represent the Mission Main Tenants community's interests, needs, and concerns in dealing with the Boston Housing Authority and other agencies, institutions, etc.

#### **Section 4. Non-Profit Organization**

The Mission Main Tenant Task Force (MMTTF) Board is not organized for profit, and no part of the net earnings, if any, shall be used to the benefit of 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 U.S. Internal Revenue Law.

#### **Section 5. Fiscal Year**

The fiscal year of the corporation shall run from July 1 to June 30.

#### **Section 6. Corporation Membership**

The members of the corporation shall be those legal tenants of the Mission Hill Main Housing Development who express an interest in participating in the affairs of the corporation.

### **Section 7. Annual Meeting**

An Annual Meeting of the members of the MMTTF Board will be held on the first Saturday in June, at the time and place specified in the Annual Meeting notice. Other MMTTF meetings, called MMTTF Board Meetings, may be called as needed by a majority vote of the MMTTF Board of Directors. MMTTF Board Meetings will be presided over by the appointed chairpersons of the Board of Directors, or their designee.

Notices of the Annual Meeting of the MMTTF Board must be delivered to all Mission Main Tenants at least seven (7) days prior to the Annual Meeting. Notices of meeting agenda of the MMTTF Board should be delivered to Mission Main Tenants forty-eight (48) hours prior to the MMTTF Annual Meeting

Two thirds (2/3) of MMTTF Board members, or more, present at a members meeting will constitute a quorum.

All eligible Mission Main Tenants have a vote at a the Annual meeting. With a quorum present, a simple majority vote of those present will decide the question/issue, except where a larger vote is required by law or by provisions of these by-laws.

### **Section 7. Election for Board of Directors**

The Corporation's Board of Directors consists of fifteen (15) members, elected from among the members of the (legal tenants of the Mission Hill Main housing development). The election of the board takes place not before September and not after December.

All of the Fifteen Board members shall be elected by Legal tenants of MMTTF twenty-one (21) years or older.

- 8.1 No employee of the MMTTF Board can be a member of the Board of Directors of the MMTTF Board.
- 8.2 The Executive Officer of the MMTTF Board of Directors are elected by the members of MMTTF by secret ballot, at an election conducted during the next meeting following the annual meeting. All candidates for election to the Executive Offices of the Board of Directors must be elected members of MMTTF.
- 8.3 Candidates for election to the MMTTF Board of Directors must present papers signed by at least twenty (20) members of the corporation.

- 8.4 The officer of the MMTTF Board of Directors (the Executive Committee) will certify a candidates eligibility to run for election to the MMTTF Board of Directors.
- 8.5 Procedures for conducting the election and tabulating the ballots, in addition to determining the place, date, time, and manner of elections will be determined by the Executive Committee of the Board.
- 8.6 Election notices, including a list of candidates, voting procedures, and eligibility information, must be delivered to all Mission Main Tenants at least ten (10) days prior to the elections.
- 8.7 No member of the MMTTF Board of Directors may participate in conducting an election in which that member is a candidate.
- 8.8 Members elected to the MMTTF Board of Directors shall serve until the next regularly scheduled Board elections.

#### **Section 9. Board of Directors/Powers and Responsibilities**

**The powers and Responsibilities of the MMTTF Board of Directors shall be as follows:**

- 9.1 The MMTTF Board of Directors shall govern the affairs of the MMTTF Board. They are empowered to set policy, make all major programs and administrative decisions, and hire and fire employees.
- 9.2 The MMTTF Board of Directors may delegate these powers in committees, officials, lawyers, or agents of the corporation, subject to legal restrictions and such other limitations the Board might impose.
- 9.3 Each member of the MMTTF Board of Directors should also serve on at least one committee of the board.
- 9.4 Any member of the MMTTF Board of Directors with three (3) consecutive, unexcused absences will automatically be removed from office.
- 9.5 A vacancy that arises on the MMTTF Board of Directors will not prevent the Board from continuing to function with all the powers of the full Board. Such vacancy shall be filled by an appointment. A simple majority vote of the members present at a Board meeting (provided there is a quorum present) is necessary to approve an appointment to fill a Board vacancy. Such an appointed member shall serve until the time of the next election.

- 9.6 A member of the MMTTF Board of Directors may be removed from office by a two-thirds (2/3) vote of the members present (at a meeting having a quorum) providing said member has been notified in advance of the meeting, and provided the member is granted the opportunity to be heard.
- 9.7 Notification of the resignation of a MMTTF Board member, or of an officer of the Board should be submitted to the Board in writing.
- 9.8 Members of the MMTTF Board of Directors shall serve in their capacity without compensation, provided that nothing herein shall prevent the corporation from reimbursing Board members for reasonable expenses incurred on behalf of the corporation.
- 9.9 The MMTTF Board of Directors shall hold at least ten (10) regular meetings per year. All regular meetings of the MMTTF Board of Directors shall be open to all legal tenants of Mission Main, unless the board calls for an Executive Session.

#### **Section 10. Board of Directors/Officers**

The MMTTF Board of Directors shall have four (4) principal officers: Two (2) chairpersons, a Secretary and a Treasurer. These officers of the board are elected from among the members of the Board of Directors. The election of the board officers shall take place as the second (2nd) regular board meeting following the election at the corporation's Annual Meeting. The four officers of the board shall constitute an Executive Committee.

The officers of the MMTTF board of Directors shall have the following powers and responsibilities:

- 10.1 The two (2) Chairpersons of the MMTTF board of Directors shall be the chief presiding officers of the corporation, and, subject to the approval of the full board, will be in charge of the supervising of the MMTTF business.
- 10.2 The **Chairpersons** shall preside at all meetings of the Board of Directors and all meetings of the MMTTF.
- 10.3 The chairpersons shall have the power to establish committees of the board of Directors, and to appoint MMTTF members to Chair of such committees, with approval of the MMTTF Board.
- 10.4 The **MMTTF board Chairpersons** are authorized by the Board to act on behalf of the Board of Directors, subject to such restrictions as the full Board may establish.

- 10.5 The **Secretary** of the MMTTF Board of Directors shall keep, or cause to be kept, accurate minutes of all meetings of the corporation and MMTTF Board of Directors. The Secretary shall perform other duties, and have other powers, as determined by the Board of Directors, and shall present completed minutes for correction at next MMTTF Board meeting.
- 10.6 The **Treasurer** of the MMTTF Board of Directors shall keep, or cause to be kept, in books belonging to the corporation, complete and accurate accounts of all monies, funds, and property of the corporation, and of all disbursements, resources, and liabilities of the corporation. The Treasurer of the MMTTF Board of Directors shall keep, or cause to be kept, in books belonging to the corporation, complete and accurate accounts of all monies, funds, and property of the corporation, and of all disbursements, resources, and liabilities of the corporation. The Treasurer shall have the care and custody of the money, funds, and valuable papers, documents, and securities of the corporation. The Treasurer shall render, or cause to be rendered, to the corporation, whenever the Board of Directors may require it, correct statements showing the financial condition of the corporation.
- 10.7 The MMTTF Board of Directors may establish other officers of the corporation, and shall have the power to determine the responsibilities of such officers.
- 10.8 An officer of the MMTTF Board of Directors may be removed from office, for cause, by a two-thirds (2/3) vote of the members present at a meeting of the board where there is a quorum, subject to the provisions specified in Section 9.6 of these By-Laws.
- 10.9 Any vacancy for an officer of the MMTTF Board of Directors may be filled by a simple majority vote of the members present at a meeting of the Board where there is a quorum. Such vacancy must be filled by a member of the MMTTF Board of Directors.

## **Section 11. Committees**

The MMTTF board of Directors shall have an Executive Committee, a Personnel Committee, and other committees as needed. The Board may dissolve or alter a committee. Any member of the MMTTF shall be eligible to serve on a committee of the Board. All committees of the MMTTF Board of Directors shall act at the discretion of the Board; all actions of such committees shall be reported to the

Board; no such committee shall have any inherent power, and all actions recommended by such committee shall have any inherent power, and all actions recommended by such committees must be approved by the MMTTF Board.

#### **Section 12. Employment \*\*\*\***

No member of the MMTTF Board may be an employee of the MMTTF Board, family member of MMTTF Board, be an employee in policy or supervisory position at the Boston Housing Authority (BHA).

#### **Section 13**

All checks, letters, and other official correspondence of the MMTTF Board of Directors shall be signed in a manner as determined by the MMTTF Board.

No member of the Board shall have the power to contract or assume financial obligations, or transact business on behalf of the corporation, without the authorization of the full MMTTF Board of Directors.

#### **Section 14. Indemnification**

The MMTTF shall indemnify any and all members of the Board of Directors, or their agents, for any liability incurred in carrying out their duties in furtherance of the purposes of the corporation. 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 MMTTF Board. Indemnification shall be provided although the person to be indemnified is no longer a member, Director, or agent of the corporation.

#### **Section 15. Amending the By-Laws**

These By-Laws may be amended or repealed by a simple majority vote of the MMTTF on members present at a MMTTF Board meeting having a quorum.

The MMTTF Board of Directors may also make, amend, or repeal these By-Laws, in whole or in part, except with respect to any provision which by law and by the articles of incorporation, or by these By-Laws requires that action by members of the MMTTF Board.

Any By-Law adopted or amended by the MMTTF Board of Directors may be repealed by the members of the MMTTF as specified above.

**Section 16. Dissolution of the Corporation**

Upon dissolution or liquidation of the corporation, after payment of all liabilities of the corporation, all of the assets of the corporation shall be disposed of to one or more organizations exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954.

**Section 17. MMTTF Board**

This MMTTF Board shall not operate in any manner which will discriminate against any individual on the basis of race, sex, creed, sexual preference, color, or national origin.