

BY LAWS FOR

Orchard Gardens Resident Association Board

ARTICLE I: Name of Organization, Location of Office, Purpose, and Fiscal Year:

Section 1 Name: Orchard Gardens Resident Association

Section 2 Location: The location of the organization's office shall be 25 Ambrose Street, Roxbury, MA 02119 (2nd floor) or within the Boston Housing Authority's Orchard Gardens Estates housing development, or such location as may be designated by the Board of Directors in the future. The office shall be within a location that is reasonably convenient to residents of the Orchard development and wheelchair accessible.

Section 3 Purpose: The purpose of the organization is to empower public housing residents at the Boston Housing Authority/Orchard Gardens Estates public housing development to fully participate in decisions affecting them involving the Boston Housing Authority (BHA) or other agencies, to educate residents regarding their rights and responsibilities, and to enhance economic opportunities and self-sufficiency for all residents.

Section 4 Fiscal Year: The fiscal year of the organization shall begin on July 1st and end on June 30th of each year.

ARTICLE II: General Membership, Board of Directors, Officers

Section 1 General Membership:

1.1 Definition of General Membership: The General Membership of the organization shall consist of the residents of the Orchard Gardens/Orchard Commons Public housing development of the BHA who have voting rights.

1.2 Voting Rights of General Membership: The General Membership shall have rights to elect the members of the Board of Directors (as described in Article III below), to adopt and revise By-Laws, and to take such other steps as may be necessary to achieve the purpose of the organization. The General Membership shall have the right to participate in the organization and its committees. Voting rights will be vested in all residents of the Orchard Gardens/Orchard

Commons development who are 18 years of age or older, or who are emancipated minors who are also leaseholders in such development. Eligible status may be verified by determining if an individual is listed on a BHA lease or recertification documents as a leaseholder or adult household member. Residents who have vacated the development will no longer have voting rights, except in instances where the development are undergoing redevelopment and members of the organization must temporarily relocate off site, but have rights to permanently relocate back to the development. Voting rights can only be exercised by persons present at a General Membership meeting; there shall be no voting proxy. Each member shall only have one vote.

- 1.3 Meetings of General Memberships. There shall be at least two General Membership meetings a year. One of these meetings shall be the annual meeting, held in **August** of each year. At this annual meeting, members will receive annual reports, financial reports, and other information as specified by at least a **Majority** of members of the Board of Directors. The purpose of these meetings will be to inform residents on matters of general interest, including the solicitation of input regarding BHA maintenance, modernization efforts, and revisions in BHA policies. Additional meetings of the General Membership may be called by the Chairperson/President of the Board of Directors (or, in the Chairperson's absence, the Co-Chairperson/Vice President), by **Majority** members of the Board of Directors, or a written request **15** or more members of the General Membership. Written notice concerning such meetings, and the proposed agenda items for such meetings shall be provided to all resident households at least **5** days in advance of the General Membership meetings. Items for the agenda of the General Membership meeting may be added by advance written request of **15** or more members of the General Membership. An annual report shall be prepared and presented by the Board of Directors. There must be a quorum of at least **15** members before any action can be taken at General Membership meeting. All General Membership meetings shall be held at times and places that are reasonable convenient to residents of the **Orchard Gardens/Orchard Commons** development and in locations which are wheelchair accessible. The LTO shall provide interpretative services as needed if funds are available. Meeting shall be open only to the General Membership, and members shall have reasonable opportunity to participate and make their views known. The Board of a member of the General Membership may invite BHA/Orchard staff members and other persons who are not members of the General Membership to attend.

Section 2

Board of Directors

- 2.1 Number of Members: The Board of Directors of the organization shall consist of **10 – 12** members

- 2.2 Requirement of Membership in Organization: All Directors shall be active members of the organization. If a Director no longer has voting rights as a member of the General Membership due to vacating the development (see Section 1.2 above), he or she shall resign or be removed from the Board of Directors.
- 2.3 Election and Term: Each member of the Board of Directors shall be elected by the General Membership at the Election meeting of the Organization, as described in Article 111 below, and shall hold office for a 3 year term, unless the Director resigns, is removed for good cause by the Board of Directors, or is recalled by the General Membership. The Board of Directors shall serve for a short period after the election of its successors (but in no case more than one month after the election) in order to wrap up and transition business to the new Board of Directors.
- 2.4 Attendance of Meetings and Participation in Committees: Members of the Board of Directors are required to attend meetings of the Board and the General Membership and to actively participate on at least one committee.
- 2.5 Quorum: Quorum for meetings of the Board of Directors is 6 to 7 members.
- 2.6 Filling a Vacancies: If a vacancy occurs in the Board of Directors prior to the next scheduled election, such vacancy shall be filled by the Board of Directors. The Board of Directors shall give written notice of such vacancy to the General Membership and give the General Membership a reasonable period of time (but not to exceed 3 weeks) to submit names for consideration for appointment to the Board. The Director so appointed shall hold office only until the next election. Reasonably prompt written notice shall be given to the General Membership and to the BHA of any vacancy caused by resignation or removal of a Director and the name and address of the person appointed by the Board of Directors to fill the vacancy.
- 2.7 Resignation: A Director may resign from the position by delivering a letter of Resignation to the Chairperson/President (or, if the person resigning is the Chairperson/President, the Co-Chairperson/Vice President). Such resignation shall be effective upon receipt and acceptance of the letter by the Board of Directors.
- 2.8 Removal for Good Cause: Any member of the Board of Directors may be removed from office for good cause at any time by the Board of Directors at any meeting by a majority vote of the Board members present at such meeting. The following shall constitute good cause: (1) Absence from three board meetings without excuse; (2) Violating the confidentiality of residents; (3) Accepting a paid position with the BHA or a contracted management company at the Orchard Gardens/Orchard Commons development, or paid position with the BHA in a policy-making or supervisory position elsewhere, provided however, a Director's

participation in a BHA advisory capacity, such as on the Monitoring Committee or the BHA Resident Advisory Board, shall not require the Director to resign or be removed from office; (4) Misusing the organization, as described in Sections 1.2 and 2.2 above; and or (6) Any breach of the Director's duty of loyalty to the Organization or its members; (7) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (8) For any Transaction from which the Director derived an improper personal benefit. Any Action on removal must be preceded by written notice to all members of the Board of Directors, at least 2 weeks in advance of the meeting, stating that the issue of removal shall be considered at that meeting, and stating the Grounds for removal.

2.9 Meetings of the Board of Directors: The Board of Directors shall meet at least

Once a month at a regular time and place which shall be posted and made Generally known to the General Membership. Meetings shall be held at times and Places that are reasonably convenient to residents of the Orchard Gardens/ Orchard Commons development and wheelchair accessible. The Board of Directors shall provide interpretative services as needed if funds are available. Special meetings may be called by the Chairperson/President (or in Chairperson's Absence, the Co-Chairperson/Vice President), or by written request of 6 Directors to the Secretary. Notice of any special meeting shall be given at least 3 - 4 days in advance to all Board members, and shall also be posted. Generally, Board of Directors meetings shall be open to the General Membership who will have reasonable opportunity to participate, but the General Membership shall not have voting rights at such Board of Directors meetings. The Board of Directors may decide to close the meeting or go into executive session for all or a portion of it's meeting to all but the members of the Board of Directors to discuss confidential matters, including but not limited to the physical or mental condition of an Officer, Director, or other member of the General Membership, discipline or dismissal of an employee of the organization, security, and litigation. Written agendas for the Board of Directors meeting shall be prepared and provided in advance to all Directors, and shall be made available to the General Membership upon request. Each member of the Board of Directors shall have one vote, and a member must be present at the meeting in order to determine quorum and to vote; there shall be no voting by proxy or phone.

2.10 Duties: The Board of Directors shall develop and carry out the policies and Programs of the organization. They shall establish the committees for the Organization and coordinate their work. They shall report regularly to the General Membership. They shall represent the interests of the General Membership Before the BHA and other groups and agencies. The Board of Directors shall Administer any funds received by the Organization responsibly and for the benefit of the General Membership, consistent with the organization's purpose.

2.11 Powers: The Board of Directors shall have the following powers:

- (A) Election and removal of Officers;
- (B) Filling of vacancies on the Board of Directors;
- (C) Removal of Directors for good cause;
- (D) Authorization of expenditures;
- (E) Employment of persons as necessary to achieve the organization purpose;
- (F) Receiving funds for the use of the organization and General Membership;
- (G) Establishment of a bank account;
- (H) Establishment and revision of committee structure;
- (I) Acting on behalf of the General Membership in matters involving the BHA and regular agencies.

Section 3 Officers:

3.1

Election of Officers and Responsibility: The following Officers shall be elected by the Board of Directors from among themselves at their first meeting following their election by the General Membership. An officer shall not act contrary to a position taken by a Board of Directors vote.

(A) Chairperson/President: The Chairperson/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 and control of the affairs of the organization. The Chairperson/President shall have the normal power to vote in the Board of Directors and the General Membership and to make or second a motion.

(B) Co-Chairperson/Vice President; The Co-Chairperson/Vice President shall perform the duties of the Chairperson/President when Chairperson/President is absent or unable to perform his/her duties.

(C) Secretary: The Secretary shall record and maintain minutes of all Board of Directors and General Membership meetings and shall insure that proper notice of Board Meetings and General Membership meetings under the terms of any Articles of Organization. In the absence of the Secretary, a temporary secretary may be elected to record the minutes of the meeting concerned.

(D) Treasurer: The Treasurer shall have general charge of all financial affairs of the organization. The Treasurer shall ensure accurate record keeping with respect to the organization's and Board's financial affairs, and shall sign off on checks authorized by the Board of Directors. The Treasurer shall provide

regular financial reports to the Board of Director and to the General Membership on the organization's financial affairs. All checks issued by the organization shall have, in addition to that of the Treasurer, the signatures of at least the Chairperson/President (or, in the Chairperson/President's absence, the Co-Chairperson/President) or Secretary.

3.2

Term of Office: Resignation, Removal from Office, and Filling of Vacancies: An

The Officers term of office shall be the same as the Board of Directors. An Officer may resign by given written notice to all other members of the Board of Directors. The Board of Directors may also remove any Officer for good cause by a majority vote. "Good Cause" shall be defined in the same manner as in Article 11, Section 2.8 of these By-Laws. The Board shall fill any vacancies in Officer positions from the members of the Board of Directors. The resignation or removal of an Officer shall not be deemed to also be a resignation or removal from the Board of Directors unless this is stated in the resignation, or the Board's decision. Any Officer who resigns or is removed from Officer shall have the responsibility to turn over any of the Board's records and accounts to the Board of Directors. Reasonably prompt written notice shall be given to the General Membership and to the BHA of any vacancy caused by resignations or removal of an Officer and the name and address of the person appointed by the Board of Directors to fill the vacancy.

ARTICLE 11: Election of the Board of Directors by the General Membership; Recall

1.1

Election Every 3 Years: Eligibility to Serve on the Board of Directors:

All members of the General Membership shall be eligible to serve as members of the Board of Directors, so long as they are: (a) not employed by the BHA or its private management agents in a policy-making or supervisory position, (b) are not employed by the BHA or a contracted management company at the Orchard Gardens/Orchard Commons development, and (c) are in good standing with the BHA. For the purpose of this provision "good standing" means a tenant is in compliance with the BHA lease. A tenant who is under a management or court agreement and is complying with the same, or is in the process of disputing a determination of noncompliance through the BHA Grievance Procedures or courts where there has been no administrative or judicial ruling or agreement regarding noncompliance shall be considered in good standing. Moreover, under BHA's Public Housing Tenant Participation Policy, a Board member or a member of a Board member's household is not eligible to receive compensation as a tenant coordinator for modernization/redevelopment/ construction work at the development.

Election Committee: The Board of Directors shall establish and select an Election Committee to assist the organization in conducting its election of the Board of Directors and in conducting any recall elections. The Election Committee may include members of the General Membership and/or volunteers who are not part of the General Membership. No person who will be a candidate for the Board of Directors may be a member of the committee. In selecting the Election Committee, the Board of Directors shall seek inclusion on the basis of race, color, national origin, religion, gender, sexual orientation, age, familial status, and disability. The Election Committee shall implement and oversee all election activities as well as ensure the organization's compliance with all relevant election requirements, including those provided by the BHA's Public Housing Tenant Participation Policy.

1.2

Notice of Nominations and Election Procedures: The Election Committee, working in conjunction with the Board of Directors, shall ensure that all voting member households will be given a written notice at least thirty (30) days in advance of the nomination deadline and a second written notice at least thirty (30) days in advance of the election regarding the nomination and election procedures. Both notices will be delivered to each occupied unit of the development; such notices shall also be posted by the Election Committee in every development hallway, in the management office(s), and organization's office at least 30 days prior to the nomination deadline and the election. The notice in advance of the nomination deadline shall include a description of the election procedures, eligibility requirements, deadline for submission of nominations and for the election, and a copy of nomination papers. The Election Committee shall encourage diversity in the candidate pool and attempt to achieve reasonable representation on the Board of Directors of all racial and ethnic groups and all geographic areas within the development. To ensure the notices solicit the broadest possible attention of residents and encourage their participation in the electoral process, the Election Committee shall translate such notices from English into at least the three most appropriate languages for the development's population. If the Election Committee needs assistance with the translation, the Election Committee may request assistance from the BHA and the BHA shall provide such assistance. The notice of election procedures shall provide clear instructions where nomination papers may be obtained, who is an eligible candidate, and how the nomination form is to be completed, where and when it is to be filed, and the number of residents whose signature is required in support of the nomination. Nomination papers, in addition to being attached to the initial notice, must also be available to residents at both the organization's office and the BHA management office.

1.3

1.4 Number of Signatures Required for Nomination: Each candidate for the Board of Directors must obtain at least 25 signatures from the General Membership in order to be eligible as a nominee for the Board of Directors. Members of the General Membership may sign more than one candidate's nominating papers. Multiple signatures by the same member on a candidate's nomination papers shall be stricken.

1.5 Submission of Signatures to the BHA for Verification: Certified Papers Remaining on File: After the nomination deadline, BHA through the development manager shall have five (5) working days to review and certify to the Election Committee that the signatures of the General Membership that appear on the nomination papers for each candidate represent names of legal occupants of the development. BHA shall not certify that the signatures are authentic. If a sufficient number of signatures are not certified, the candidate shall be disqualified from the election. BHA shall also certify that the candidates are members of the General Membership under Article 11, Section 1.2, and eligible to run for the Board under Article 111, Section 1.1 above. The certified nomination papers shall be maintained on file with the Election Committee and, following the election, with the Board of Directors for three (3) years or until the following election, whichever is later.

1.6 Notice of Nominations; Encouraging Resident Participation: After the signatures on the nomination papers have been certified, the Election Committee shall give written notice to all of the General Membership by way of written notices with each candidate's name and address listed. The Election Committee shall conduct a range of activities to encourage resident participation in the election, including holding candidates' nights and posting notices to remind residents at least one week before the election. Candidates for the Board of Directors may post and advertise their candidate in the development management office, the organization's office, and other usual posting locations.

1.7 Conduct of Election: The Election Committee shall choose an independent third party to observe elections, to provide advice to the Election Committee as needed, and to certify to the BHA regarding the fairness of the election. Independent third parties shall be defined as established organizations with relevant experience in overseeing elections, and may include but are not limited to election boards, commissions, community groups, and nonprofit organizations. Upon request, the BHA may offer assistance to the Election Committee in choosing an independent third party. At the time of elections, polling stations will be located in an area of adequate size to provide voters a sufficient level of privacy to mark ballots. The polling locations shall be reasonably convenient to the General Membership and wheelchair accessible, and the hours of polling shall be such as to reasonably accommodate the schedules of the General Membership. The Election Committee shall provide a secured ballot box at each voting station, and shall verify each voter's eligibility as a member of the General Membership. BHA shall supply a list of legal tenants and their addresses for this purpose. The

persons staffing the polling stations and acting as third party observers shall be impartial. No candidate for election may be 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.

1.8 Notice of Election Results: Within three (3) 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, by posting the same at both the organization's office and at the BHA/Orchard Gardens management office. The Board of Directors shall provide written notice to the BHA of the election results, including the number of votes cast for each candidate, within ten (10) days of the election. The correspondence to BHA shall include a list of all Board members elected and their addresses.

1.9 Petition for Recall: Any member or members of the General Membership may initiate a petition for a recall elections, to recall one or more members of the Board of Directors during the Director/President's term of office. In order for the General Membership to recall a Director/President, there must be a written petition containing the signatures of at least ten percent (10%) of the General Membership. Such recall petition shall have a clearly stated reason for the recall typed at the top of each page of the petition. The reason for recall is not limited to the reasons for removal for good cause stated in Article 11, Section 2.8.

1.10 Recall Election; Limitation on Further Petitions for Recall of Same Director/President: A recall petition shall be submitted to the Board of Directors, which shall submit it to the BHA to review and certify that the signatures on the recall petition represent names of legal occupants of the development, but not that the signatures are authentic. Upon receipt of the certification of signatures on the recall petition, the Board of Directors shall establish and select an Election Committee. The Election Committee shall give all members of the General Membership written notice of the meeting a reasonable amount of time in advance of the recall election which shall state the date, time, and place of the meeting, the purpose of the meeting, and the grounds stated for the recall in the petition. Any election meeting shall take place at a location and time reasonably convenient to the General Membership and wheelchair accessible. The recall election need not take the form of the general election provided above. The General Membership shall be free to choose several options for recall, including designation of a particular person to serve as a Director/President in lieu of the Director/President proposed for recall, or granting the Board of Directors the discretion to appoint another person as Director/President for the balance of the term. If the majority of the General Membership present at the meeting votes to recall the Director/President, the Director/President shall be recalled. Reasonably prompt written notice shall be given to the General Membership and to the BHA of the outcome of any recall election. If the General Membership decides not to recall a Director/President, no petition to recall that same Director/President shall be considered until a 12 month period has lapsed from the submission of the last

petition. This shall not, however, be a limitation on the power of the Board of Directors to remove a Director/President for "good cause" in accordance with Article 11, Section 2.8.

ARTICLE IV: Committees

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

ARTICLE V: External Representation

1.1.1 The Board of Directors shall appoint representatives of the Organization who will serve on other boards and organizations.

1.1.2 Any such representative may be removed for good cause at any time by the Board of Directors at any meeting upon the vote of the majority present.

ARTICLE VI: Personal Liability of Officers and Members of the Board of Directors;

Conflict of Interest

Section 1 Personal Liability

1.1 The Board of Directors shall not have the power to bind the members of the Board Personally or call upon such members to discharge any debts. The members of the Board of Directors and the Officers shall not be held personally liable for any debt, liability or obligation of the Organization. This provision, however, shall not eliminate or limit the liability of an Officer or a member of the Board of Directors for any breach of the Officer's or Director/President's duty of loyalty to the organization or its members, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for any transaction from which the Officer or Director/President derived an improper personal benefit.

Conflict of Interest

2.1 The Conflict of Interest provisions of any state or federal statutes or regulations that apply to public housing or non-profit corporations shall be in force with respect to the organization, including any decisions to hire personnel or to expend funds. No member of the Board of Directors or members of the immediate families of members of Board of Directors shall be employed by the organization.

2.2 Gifts, goods, services, and funds provided to the Orchard Gardens development must be equitably distributed, and no member of the Board of Directors, members of Committees, or members of the immediate families of such persons shall benefit from such gifts, goods, services, or funds in a manner disproportionate with the benefits received by the General Membership; provided, however, nothing in this provision shall bar members of the Board of Directors or committee members from being reimbursed for legitimate expenses that they have incurred while acting on behalf of the organization.

ARTICLE VII: Amendment of By-Laws

Procedure for Amendment of By-Laws: The By-Laws may be amended by a majority vote of the General Membership at a regular or special General Membership meeting. Any amendments may be proposed by a majority vote of the Board of Directors. The Board of Directors shall ensure that written notice is provided to all resident households at the development at 5 days in advance of such meeting, that is proposed that the By-Laws be amended, and a summary of the proposed changes in the By-Laws. Members of the General Membership shall be free to propose other changes to the By-Laws at such meeting, but such proposals must be made in writing and shall be read and explained to all persons present at such meeting in advance of being voted upon.

Availability of the By-Laws: These By-Laws, and any amendments to these By-Laws, shall be promptly provided to the BHA upon adoption or amendment. The Board of Directors shall retain copies of the By-Laws on file (including any amendments and the date of adoption and amendment) and shall make the same available to members of the General Membership upon request. The Board of Directors shall arrange for copies of the By-Laws to be translated into the language commonly spoken at the development, and may seek assistance from the BHA in arranging for such translation.

Limitation on Certain By-Law Amendments: No By-Law amendment shall be proposed or adopted which would have the effect of disqualifying the organization from recognition as a Local Tenant Organization (LTO) under the BHA's Public Housing Tenant Participation Policy, as the same may from time to time be lawfully amended, or applicable lawful HUD or DHCD requirements governing participation of resident organizations in the affairs of public housing authorities. No By-Law amendment shall be proposed or adopted which will be contrary to the provisions of G.L. c. 180 as the same apply to non-profit corporations.

- 2 Date for Beginning and end of fiscal year
- 3 Month in which annual meeting will be held
- 4 Minimum number of members of Board of Directors or General Membership who can designate what's on agenda for membership meetings, or can call a meeting
- 5 Number of days in advance that General Membership meeting notices will be given
- 6 Minimum number of members of General Membership that can request that an item be placed on the agenda for a membership meeting
- 7 Quorum for General Membership meetings
- 8 Number of members of the Board of Directors (must be minimum of 5 members)
- 9 Election terms can vary by LTO. Some LTO's elect all Board members at the same time, and others have staggered terms. Some LTO's only elect Board members for 1 to 2 years. HUD, DHCD, and BHA requirements are that the election term cannot exceed 3 years
- 10 Quorum for a regular meeting of Board of Directors
- 11 Quorum for special votes of the Board of Directors
- 12 Time period for General Membership to submit names for appointment to vacancy on Board. Note that this section is PROPOSED. Other methods for filling Board vacancies could be adopted, such as special elections, minimum number of names on nomination papers, etc.
- 13 These are examples of what could be considered "good cause" for removal, and are not required. The Board should consider what it thinks should be the specifics here.
- 14 Time period for notice to Board members of proposed removal of Board member
- 15 Number of Board members who can request that a special meeting be held.
- 16 Amount of advance notice of any special Board meeting.
- 18 These are examples of Officers. Each LTO may have a slightly different arrangement on Officers. In addition the LTO may choose to have Officers elected by the General Membership, or may simply have the General Membership elect the Board, which in turn selects its own Officers. BHA's Public Housing Tenant Participation Policy, for example, uses the term President instead of Chairperson, but either can be used.
- 19 Minimum number of signatures that must be on nomination papers. BHA's Public Housing Tenant Participation Policy recommends that this be the lower of 25 residents or 10% of the voting members of the General Membership (but in no event fewer than 10), but leaves this up to the LTO By-Laws.
- 20 Amount of advance notice to General Membership of changes in By-Laws.