

**BY-LAWS
OF
MITCHELL-LAMA RESIDENTS COALITION INC.**

Effective as of June 20, 2015

ARTICLE I: NAME

The name of this organization shall be the Mitchell-Lama Residents Coalition Inc., hereinafter referred to as the "**Coalition**" and/or "**MLRC**".

ARTICLE II: STATEMENT OF PURPOSE

The MLRC shall work for the preservation and future expansion of the Mitchell-Lama housing program, as well as all other affordable housing programs. The Coalition shall work to identify, clarify, and solve common concerns of current and former Mitchell-Lama residents by working with these residents, elected officials and government agencies to:

- a. provide informational and educational services about issues concerning current and former Mitchell-Lama residents, housing policy and legislation;
- b. promote friendly, cooperative and neighborly relations among residents of affordable housing programs;
- c. protect the rights of affordable housing residents; ~~and~~
- d. review and monitor government regulations as they relate to affordable housing;
- e. address maintenance, taxation, finance, privatization and management issues that affect residents of Mitchell-Lama co-ops; and
- f. address New York Division of Housing and Community Renewal ("**DHCR**"), New York City Department of Housing Preservation and Development ("**HPD**"), New York City Housing Development Corporation ("**HDC**") and U.S. Department of Housing and Urban Development ("**HUD**") legislation and community issues of concern to residents of Mitchell-Lama co-ops and former Mitchell-Lama developments.

ARTICLE III: GENERAL MEMBERSHIP

SECTION 1. General Membership

General members of the MLRC ("**General Members**" and, collectively, the "**General Membership**") MUST subscribe to the purpose of the Coalition set forth in Article II of these By-Laws, declare a willingness to work within the structure of these By-Laws, pay annual membership and development dues, and complete and submit a signed, dated membership application. General Membership in the Coalition shall be open to any individual who meets the following criteria:

- a. **Resident Member**
Resides in a building constructed and currently operated under the Mitchell-Lama program.
- b. **Non-Resident Member**
Resides in a building that is not now, nor was formerly, operated under the Mitchell-Lama program.
- c. **Former Resident Member**
Resides in a building formerly operated under the Mitchell-Lama program.

SECTION 2. Standing

All General Members **MUST** be in good standing. A General Member is in good standing if he/she has paid their current annual dues.

ARTICLE IV: FISCAL YEAR AND BUDGETARY REQUIREMENTS

The annual membership and development dues shall be determined by the Executive Board and presented at the Annual General Membership Meeting for adoption.

SECTION 1. Fiscal Year

The fiscal year of the Coalition shall be the calendar year January 1 through December 31.

SECTION 2. Annual Membership and Development Dues

Membership dues will be used to cover MLRC's operating expenses. Changes in the dollar amount of dues to be paid shall be attached to the By-Laws noting the date of the Annual General Membership Meeting, the motion made and the recorded vote.

SECTION 3. Bank Documentation and Checks

There shall be three designated Officers' and/or Co-Chairs' (as each is defined below) signatures on file with the bank. All MLRC Checks written shall require the signatures of two designated Officers or Co-Chairs.

ARTICLE V: EXECUTIVE BOARD

SECTION 1. Executive Board Members

The affairs of MLRC shall be managed by its executive board ("**Executive Board**"). Members of the Executive Board ("**Executive Board Members**") need not be residents of New York. Executive Board Members are elected by the General Membership at the Annual General Membership Meeting, to make policy of the Coalition consistent with existing overall purposes of the Coalition as defined in Article II of these By-Laws.

SECTION 2. Standing

All Executive Board Members **MUST** be in good standing. An Executive Board Member is in good standing if he/she has paid their current dues, has no MLRC outstanding debts (newsletter ads, raffles, etc.), and has participated in at least two (2) Coalition activities or committees ("**Committees**") per year.

SECTION 3. Composition of Executive Board

The Executive Board shall be comprised of no less than nine (9), and no more than twenty-one (21), Executive Board Members.

SECTION 4. Powers and Authority of the Executive Board

- a. To elect officers of the Coalition (“**Officers**”) and co-chairpersons of the Executive Board (“**Co-Chairs**”);
- b. to implement the purposes and policies of the Coalition;
- c. to create special Committees, appoint Co-Chairs for these Committees and dissolve such Committees, as deemed necessary;
- d. to monitor the fiscal affairs of the Coalition;
- e. to take such other actions as provided in these By-Laws;
- f. to implement decisions of the General Membership; ~~and~~
- g. to appoint an Election Committee that is authorized to conduct the annual Executive Board elections; and
- h. to call special meetings when necessary.

SECTION 5. Terms of Office

Executive Board Members shall serve for a term of two (2) years. The terms of office for Executive Board Members will be staggered.

SECTION 6. Removal

An Executive Board Member may be removed for cause, including failure to be in good standing as defined in Article V, Section 2, by a majority vote of the Executive Board. The Executive Board Member in question has the right to appeal, in consultation with the Co-Chairs, the Executive Board’s decision of removal.

SECTION 7. Resignation

All Executive Board resignations must be tendered in writing. A written resignation via mail, e-mail, or fax, delivered to a Co-Chair or the Recording Secretary, Corresponding Secretary or Financial Secretary, is considered a valid resignation.

SECTION 8. Vacancies

Vacancies on the Executive Board may be filled by a majority vote of the current board members. The elected Executive Board Member shall complete the term of the office vacated. Once the term has expired, the General Membership at the next Annual General Election Meeting must elect the successor, in order to serve the next two (2) years of office.

SECTION 9. Emeritus and Emerita

The Executive Board may establish the positions of Emeritus or Emerita Executive Board Member or Officer. The Emeritus and Emerita positions will be advisory non-voting, non-dues paying honorary positions for Executive Board Members and Officers who have retired from active MLRC service.

ARTICLE VI: OFFICERS AND CO-CHAIRS

The Officers and Co-Chairs are elected by secret ballot at the first Executive Board meeting that is held after the Annual General Membership Meeting. In order to become an Officer or

Co-Chair, a person must be an Executive Board Member who has served in such capacity for at least one year and be in good standing. No Officer may hold more than one office at a time or simultaneously serve as Co-Chair.

SECTION 1. Composition of Officers

The Officers shall consist of a Recording Secretary, Corresponding Secretary, Treasurer, Financial Secretary and such other Officers as may be elected in accordance with the provisions of these By-Laws.

SECTION 1.1. Powers and Duties of the Recording Secretary

The Recording Secretary shall:

- a. take, maintain and distribute to the Executive Board Members, the minutes of the Executive Board meetings, at least seven (7) days before the next scheduled Executive Board meeting;
- b. take, maintain and distribute to the Officers the notes of the General Membership meetings;
- c. record and maintain the official attendance of General Members and Executive Board Members at all meetings and send a copy of the Executive Board attendance sheet to the Co-Chairs and Correspondence Secretary;
- d. maintain the official list of Executive Board Members with home and e-mail addresses and telephone numbers, with start and expiration dates of term of office, and distribute this list to all Executive Board Members. The information contained in this list shall not be given to any individuals or organizations without the approval and written consent of the Officers;
- e. in the absence of Co-Chairs, preside at all MLRC meetings and appoint an Officer or Executive Board Member to act as recording secretary of the meeting; and
- f. notify Executive Board Members when their term of office has expired, with a copy to the Officers.

SECTION 1.2. Powers and Duties of the Corresponding Secretary

The Corresponding Secretary shall:

- a. attend to such correspondence as may arise from the business of the Coalition;
- b. have custody of the seal of the Coalition (if any), and affix and attest the seal to documents when duly authorized by the Executive Board;
- c. attend to the receiving, giving and serving of all notices of the Coalition;
- d. have charge of such books, papers and other records of the Coalition as the Executive Board may direct; and
- e. in the absence of Co-Chairs and Recording Secretary, preside at all MLRC meetings.

SECTION 1.3. Powers and Duties of the Treasurer

The Treasurer shall:

- a. be the chief fiscal officer of the Coalition;

- b. have the care and custody of the MLRC mailbox key and all the funds and securities of the Coalition;
- c. deposit all funds in the name of the Coalition within fifteen (15) days of receipt in the financial institution as the Executive Board may designate;
- d. as duly authorized by the Executive Board, be empowered to sign all contracts in the name of the Coalition, when countersigned by a Co-Chair;
- e. with the Co-Chairs, jointly sign and approve all MLRC expenditures and checks as approved by the Executive Board;
- f. maintain books and records of all income and expenditures of the Coalition;
- g. at all reasonable times, exhibit such books and records of account to any Executive Board Member, any duly authorized representative or a General Member in good standing;
- h. in advance of the beginning of each fiscal year, prepare a written draft budget for submission to the Executive Board;
- i. at the end of each fiscal year, present a written annual report of the income and expenditures of the past year and the financial condition of the Coalition;
- j. be accountable for creation of financial systems, subject to the approval of the Executive Board; and
- k. at each regularly scheduled Executive Board meeting, prepare a written report detailing expenditures and income.

SECTION 1.4. Powers and Duties of the Financial Secretary

The Financial Secretary shall:

- a. be responsible for maintaining dues collection and billing;
- b. assist the Treasurer at the beginning of each fiscal year to prepare a draft budget for submission to the Executive Board;
- c. assist the Treasurer in preparing an annual report of the income and expenditures of the past year, the financial condition of the Coalition and a quarterly report of income and expenses of the Coalition;
- d. assist the Treasurer in the execution of his/her responsibilities; and
- e. with Co-Chairs, prepare the necessary documentation for reimbursement for awards and/or grants.

SECTION 2. Composition of Co-Chairs

There shall be three (3) Co-Chairs. For the avoidance of doubt, no employee of MLRC shall serve as Co-Chair or otherwise serve as chairperson of the Executive Board or hold any other title with similar responsibilities.

SECTION 2.1. Powers and Duties of the Co-Chairs

The Co-Chairs shall confer with each other on all items in this Section 2.1, and shall:

- a. act as the Chief Executive and "Spokesperson" of the Coalition;
- b. preside at all MLRC meetings and prepare agendas;

- c. with another Co-Chair or Officer, be empowered to sign all contracts authorized by the Executive Board;
- d. serve as an ex-officio member of all Committees;
- e. appoint a convener for all Committees;
- f. define goals, and make decisions, ensuring that General Members and Executive Board Members are involved;
- g. be responsible for the coordination of day-to-day tasks needed to run the Coalition;
- h. ensure that all meetings are conducted in an orderly, informative and efficient manner consistent with Robert Rules of Order;
- i. perform all other duties incidental to the office;
- j. with the Treasurer, jointly sign and approve all MLRC expenditures and checks as approved by the Executive Board; and
- k. in the absence of the Recording Secretary, the presiding officer may appoint any Officer or Executive Board Member to act as recording secretary of the meeting.

SECTION 3. Terms of Office

Officers and Co-Chairs shall serve for a term of two (2) years. The terms of office of Officers and Co-Chairs will be staggered.

SECTION 4. Removal

Officers and Co-Chairs may be removed by a majority vote of the Executive Board whenever in its judgment the best interests of the Coalition would be served thereby.

SECTION 5. Resignation

All Officer and Co-Chair resignations must be tendered in writing. A written resignation via mail, e-mail, or fax, delivered to a non-resigning Co-Chair or the non-resigning Recording Secretary, Corresponding Secretary or Financial Secretary, is considered a valid resignation.

SECTION 6. Vacancies

In case of any vacancy, a successor to fill the remainder of the term may be elected by the Executive Board. Once the term has expired, the Executive Board members, at the next Executive Board meeting must elect the successor, in order to serve the next two (2) years of office.

ARTICLE VII: ATTENDANCE

Executive Board Members are required to attend a minimum of seven (7) Executive Board meetings per year and a minimum of three (3) General Membership meetings per year.

SECTION 1. Excused Absences

An Executive Board Member must notify, in writing (mail, email or fax), an Officer of any anticipated absence at least three (3) days prior or subsequent to a scheduled meeting. In cases of emergency, oral notification is acceptable.

SECTION 2. Unexcused Absences

An Executive Board Member who misses three (3) consecutive Executive Board meetings without providing a valid excuse shall be automatically removed from the Executive Board, but may be reinstated by a majority vote of the Executive Board.

ARTICLE VIII: REQUIRED MEETINGS

SECTION 1. Parliamentary Procedures (Rules of Order)

All Executive Board and General Membership meetings shall be governed by Robert's Rules of Order. At every Executive Board and General Membership meeting, the presiding officer may appoint a parliamentarian.

SECTION 2. Date, Time, and Place of Meetings

The Executive Board shall set the date, time and place of all Executive Board and General Membership meetings, or a meeting may be set by a written petition to the Executive Board signed by at least five percent (5%) of the General Members in good standing. Petitioned meetings must be convened not less than fourteen (14) days following receipt of such petition.

SECTION 3. Notice of Regular Meetings

The Officers shall provide notice of the date, time, and place of all Executive Board and General Membership meetings to members in good standing of the Executive Board or General Membership, as applicable, in each case not less than 10 days before the meeting.

SECTION 4. Notice of Special Meetings

Notice of special meetings must indicate the purpose for which they are called and the person(s) calling the meeting. Notices of special meetings requiring prompt action must be sent no less than forty-eight (48) hours before the date of such meeting.

SECTION 5. Calendar of Events

Every June and January, the Officers will prepare and distribute to all Executive Board Members a tentative calendar of events.

SECTION 6. General Membership Meetings

a. Number of Meetings

The Coalition shall have a General Membership meeting not less than four times (4) each calendar year. All General Membership meetings will be open to the public.

b. June Meeting

The spring meeting will be called the Annual General Membership Meeting.

SECTION 7. Executive Board Meetings; Officer Meetings

a. Executive Session

Meetings of the Executive Board not held in executive session (privately) are open to all General Members in good standing.

b. Number of Meetings

The Executive Board shall meet not less than eight (8) times each year.

c. Year End Meeting of the Executive Board

The last meeting of the year for the Executive Board will be held in June.

d. Officer Meetings

The Officers shall meet not less than eight (8) times each year, which includes conference calls.

SECTION 8. Notice of Meetings

The Officers shall provide notice of the date, time, and place of all Executive Board and General Membership meetings to members in good standing of the Executive Board or General Membership, as applicable, in each case not less than 10 days before the meeting.

ARTICLE IX: COMMITTEES

All Executive Board Members are required to serve on no less than two (2) Committees. No Committee shall have the authority to bind the Executive Board except to the extent (a) permitted by applicable law (including Section 712 of the Not-for-Profit Corporation Law) and (b) authorized in a written resolution of the Executive Board. The Executive Board must approve all actions of all Committees before implementation.

SECTION 1. Standing Committees

A General Member in good standing may join any standing Committee. Each standing Committee will designate its chairperson. Chairs of standing Committees must submit a written report of their plan of action to the Officers PRIOR to the Executive Board Meetings.

SECTION 1.1. Names and Functions of Standing Committees

a. Fund Raising Committee. Responsible for:

- seeking financial support for the MLRC, as well as planning, organizing and implementing fundraising events.

b. Public Relations /Outreach Committee. Responsible for:

- the professional maintenance of a favorable MLRC public image;
- recommending activities and/or events that the MLRC should partake in, including speaking at conferences; and
- monitoring and encouraging mutually beneficial relationships with other Mitchell-Lama organizations.

c. Newsletter Committee. Responsible for:

- the publication, distribution, and prompt posting on the MLRC website of the MLRC newsletter issued periodically to the General Members and other individuals;
- soliciting articles and ads for the newsletter, and reporting of all Mitchell-Lama news;

- whenever possible, publishing proposed amendments of these By-Laws in the newsletter, at least thirty (30) days prior to the General Membership meeting at which it is to be introduced; and
 - including in newsletter announcements the names of all Executive Board Members and dates of General Membership meetings.
- d. **Membership Committee.** Responsible for:
- recommending activities that would increase MLRC membership, maintaining and updating the General Membership list on a regular and consistent basis, and developing and distributing a welcome package to all new General Members;
 - distributing to all new General Members a dated General Membership application to complete, sign and return to the membership committee with a copy to the Financial Secretary; and
 - including in each welcome package a copy of these By-Laws, the current newsletter, a list of Executive Board Members, Officers and Co-Chairs, a glossary of terms used by MLRC, and a resource list.
- e. **Legislative Lobbying Committee.** Responsible for:
- the development of the MLRC legislative agenda and organization of lobbying activities; and
 - preparing lobbying reports and submitting them to the Co-Chairs.
- f. **Event Committee.** Responsible for:
- the planning, organizing and implementation of all special events (holiday luncheons, breakfast appreciation affair, workshops, etc.).
- g. ~~January Breakfast Appreciation~~**Rental Committee.** Responsible for:
- ~~the planning, organizing and implementation of the breakfast event held in appreciation of supporting politicians.~~ addressing legislation, building and management issues and overall issues of concern to the community.
- h. **Co-Op Committee.** Responsible for:
- addressing maintenance, taxation, finance, privatization, management, DHCR, HPD, HDC, HUD, legislation (that is affecting co-ops still in the program) and community issues of concern to the residents of Mitchell-Lama co-ops ~~and former Mitchell-Lama developments which have become limited-equity co-ops since leaving the program.~~

SECTION 2. Ad-Hoc Committees

The Executive Board may create additional Committees as needed, including an Election Committee and/or Recall Committee as set forth in these By-Laws. The chairs of such a Committee may be appointed by the Executive Board or elected by members of the newly created Committee. Non-General Members may participate in ad-hoc Committees with approval of the Executive Board.

ARTICLE X: OFFICIAL DOCUMENTS AND RECORDS

SECTION 1. Original Documents

All original official documents and records of the Coalition shall be placed in a locked fire-proof container in a secure location. Those documents shall include, but not be limited to, articles of incorporation, these By-Laws, annual financial reports, official minutes of General Membership and Executive Board meetings, check books, bank statements and all other documents consistent with prudent record-keeping policies.

SECTION 2. Correspondence

Any correspondence, reports, testimonies and contracts sent on behalf of the Executive Board MUST have the PRIOR approval of at least two (2) of the three (3) Co-Chairs, or the majority of the Executive Board. All MLRC documents MUST be kept on file.

SECTION 3. Minutes

There shall be recording of minutes of all MLRC meetings. All minutes must be kept on file.

ARTICLE XI: QUORUM AND VOTING PROCEDURES

SECTION 1. Voting Procedures

Except as required by applicable law or where otherwise prohibited in these By-Laws, all issues shall be decided by a simple majority of votes cast by members present at meetings. Only members in good standing are allowed to vote. There will be no proxy voting.

SECTION 2. Quorum

a. General Meetings

At all General Membership meetings, 10% of General Members in good standing will constitute a quorum.

b. Executive Board Meetings

Fifty-one percent (51%) of the Executive Board membership in good standing constitutes a quorum for the transaction of all business.

SECTION 3. Announcement and Recording of Votes

Except as otherwise provided in these By-Laws, the result, and numerical tally of all votes of the Executive Board and General Membership meetings, whether by secret ballot or open vote, shall be announced by the presiding officer and so recorded in the minutes. Voting with a dated, signed absentee ballot received in advance of an election for Executive Board Members, Co-Chairs and Officers of the Coalition, shall be permitted.

ARTICLE XII: ELECTIONS

SECTION 1. Election of Board Members

The Executive Board will be elected at the Annual General Membership Meeting by a majority of the votes cast. Only General Members in good standing may vote in the election of the Executive Board.

SECTION 2. Nominations

A nominee for the Executive Board must be a General Member in good standing and give his/her written acceptance of the nomination to the Election Committee (as defined below), PRIOR to the closing of nominations. Nominations will be accepted from the floor on the day of the elections.

SECTION 3. Election Committee

At least one month prior to the Annual General Membership Meeting, the Executive Board shall identify a Committee ("***Election Committee***") of at least three (3) non-candidate General Members that is authorized to conduct the annual Executive Board elections and appoint a "chief" (Chair).

SECTION 3.1. Responsibilities of Election Committee

a. Notification

The Election Committee shall announce the nominees and the election process to all General Members not less than one month prior to the Annual General Membership Meeting.

b. Confirmation of Candidate's Good Standing

The Election Committee shall consult with the Financial Secretary and/or Treasurer to confirm all candidates have paid their annual dues and are otherwise in good standing. If a candidate is found not to be in good standing, they are automatically disqualified.

c. Announcement of Candidates and Secret Ballot

The Election Committee shall create a flyer that contains names of all candidates to be used as the official secret ballot form for the election and distribute such ballot form to all General Members present at the Annual General Membership Meeting. Ballots will not be accepted by any other means.

d. General Election Meeting

The Election Committee chair and its members shall run the general election portion of the Annual General Membership Meeting and shall open and count all secret ballots in the presence of the General Membership. The result and numerical tally of all votes shall be announced by the chair of the Election Committee and so recorded in the minutes. After the ballots are tallied, the candidates with the most votes will be announced. Once the new Executive Board Members are elected the meeting will be turned over to the designated presiding officer present to continue with other MLRC business.

NOTE: Names of newly elected Executive Board Members shall be posted in the next MLRC newsletter.

SECTION 4. Recall of Votes

a. Petition of Recall

A recall against an Officer or Co-Chair must set forth the cause and be signed by not less than 20% of Executive Board Members in good standing. Upon receipt of a recall petition,

the Executive Board shall elect a recall Committee (“**Recall Committee**”) consisting of two (2) Officers and three (3) Executive Board Members.

b. Responsibilities of the Recall Committee

- Call a meeting designated for the sole purpose of hearing such cause for a recall of the votes (a “**Hearing**”);
- commence the Hearing no later than forty-five (45) calendar days following presentation of such petition to Co-Chair(s) or Officers, who are NOT the subject of such petition;
- notify by certified mail all affected parties at least twenty (20) calendar days PRIOR to the date of the Hearing;
- notify witnesses by certified mail and collect written documentation both in support of and in opposition to the recall petition; and
- arrange for an *in camera* Hearing.

c. Findings

The Recall Committee shall submit their findings and recommendations with any dissenting and concurring findings and recommendations in writing to the Executive Board Members within fifteen (15) calendar days after the Hearing ends. Upon presentation of the Recall Committee's findings of facts and recommendations, implementation requires a two-thirds vote of the Executive Board by secret ballot.

ARTICLE XIII: AMENDMENTS OF BY-LAWS

SECTION 1. Proposal of Amendments

Members in good standing at any General Membership or Executive Board meeting may propose amendments to these By-Laws. Any amendments made and voted in to these By-Laws become effective immediately upon termination of the meeting at which they are adopted.

SECTION 2. Notification of Proposed Amendments

Notice of the proposed amendment must be published at least thirty (30) days prior to the meeting at which it is to be introduced.

SECTION 3. Ratification of Amendments

Amendments shall not be effective until ratified upon a 2/3 vote cast by General Members in good standing present at a General Membership meeting.

ARTICLE XIV: INDEMNIFICATION

The Coalition may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person, his or her testator or intestate, was an Executive Board Member, Co-Chair, Officer, employee or agent of the Coalition, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

