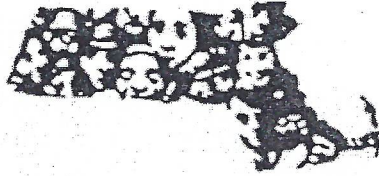


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MASS UNION OF PUBLIC HOUSING TENANTS

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MASS UNION OF PUBLIC HOUSING TENANTS BY-LAWS

Article I NAME

Section 1. The name of this organization shall be the Massachusetts Union of Public Housing Tenants (Mass Union).

Article II Definitions

Section 1. For the purpose of the Mass Union, "public housing" is any housing owned or managed by a local housing authority including such housing that is managed by a tenant management corporation, any housing where the rent or any part of the rent is paid to or by a local housing authority or paid by a public housing agency through local, state or federal rental assistance programs, or any housing previously owned or managed by a local housing authority that has been redeveloped.

Section 2. Whenever the words "local housing authority", "local authority", or "housing authority" are used in these By-Laws, these words shall include a public corporation created under M.G.L. Chapter 121B.

Section 3: Whenever the words "public housing agency" are used in these By-Laws these words shall include the Department of Housing and Community Development (DHCD), MassHousing (MH), and the U.S. Department of Housing and Urban Development (HUD).

Article III Purpose

Section 1. The purpose of the Mass Union is to engage exclusively in charitable and educational purposes including: to assist public housing residents and those in need of public housing with respect to their rights and needs as present or future residents of public housing regardless of whether or not they are members of affiliate organizations.

Section 2. Specifically, the purpose of the Mass Union is to:

- a. Provide assistance and educational material with respect to the establishment of public housing resident organizations in every city or town in the Commonwealth where public housing exists.
- b. Educate residents of public housing about their rights and privileges under existing laws, including the informal conference and grievance procedures.
- c. Make public and work for the reform of unfair policies and practices of local housing authorities and public housing agencies.

- d. Enhance the quality of life in public housing and ensure that local housing authorities, update their policies to assure open and fair procedures, to protect residents of public housing from arbitrary actions and decisions by management.
- e. Advocate for physical upgrading and adequate maintenance of every public housing dwelling unit, including through the capital plan process and annual planning processes.
- f. Secure for public housing residents the cooperation of government agencies which have responsibility for properly enforcing laws, protecting and assisting public housing residents and obtain for public housing tenants a decision-making role in the Department of Housing and Community Development.

Article IV
Participation in the Mass Union

Section 1. Membership: The membership of the Mass Union shall be composed of public housing tenant organizations in Massachusetts including such organizations in properties managed by a tenant management corporation and organizations that meet the definition of "public housing" under Article II, Section 1 of these By-Laws provided that they are eligible to become an affiliate of the Mass Union under Article IV, Section 2.

Section 2. Affiliation: A public housing tenant organization may become an affiliate of the Mass Union by applying in writing to the Board. The Board shall conditionally accept the organization as an affiliate of the Mass Union upon determination that the organization:

- a. has democratically elected officers,
- b. has at least five (5) active members; and
- c. is composed of public housing tenants, as defined in Article II, Section 1.

The conditional acceptance of the organization as an affiliate shall become final upon the affirmative vote of a majority of the affiliates present and voting at any duly constituted Convention.

Any organization applying for affiliation may petition the Mass Union Board for a waiver of the requirement in Article IV, Section 2(b) upon showing that this requirement would cause a hardship due to the small number of units in the affiliating development.

A public housing tenant's organization shall not be entitled to vote, nor shall its members be eligible for nomination or election to the Board at the Convention accepting it as an affiliate unless said organization's request for affiliation was received by the Board at least thirty (30) days prior to said Convention.

Section 3. Annual Dues: Annual dues assessed to each affiliate shall be fifty dollars (\$50.00). A higher fee one hundred dollars (\$100.00) may apply for jurisdiction wide or umbrella affiliates. An affiliate can request a lower fee and receive a "waiver for hardship" from the Board. An affiliate which has not paid its dues will not be entitled to vote at the Convention.

Section 4. Suspension or Expulsion of Affiliates: Affiliates organizations may be suspended or expelled from the Mass Union for activities contrary to the purposes of the Mass Union. An affiliate may be suspended or expelled by the affirmative vote of two-thirds of the affiliates voting at any duly constituted Convention.

- a. Pending action at a Convention, the Board may temporarily suspend an affiliate by the affirmative vote of two-thirds of its designated members voting at any duly constituted Board meeting.
- b. At least thirty (30) days before any action by the Board or at a Convention, an affiliate organization must be notified by registered or certified mail of the specific reasons for its proposed suspension or expulsion and of the time and place of the meeting where its suspension or expulsion will be considered.
- c. The affiliate shall have the right to appear and present a defense at any such meeting and, upon written request to the Secretary or Chairperson of the Mass Union, shall promptly be provided with a list of the names and addresses of all affiliates of the Mass Union.

ARTICLE V **Convention of the Mass Union**

Section 1. Regular Conventions: There shall be two regular Conventions, a Spring Convention and a Fall Convention, in every calendar year. The Spring Convention shall be held during the month of May and the Fall Convention shall be held in the month of October. Both the Spring and Fall Conventions shall be convened on the second Saturday of the month or any other time in May and October, respectively as the Board shall designate. Notwithstanding the above, a Spring Convention may be held during April or June or a Fall Convention may be held during September or November, if the Board so designates.

Section 2. Special Conventions: Special Conventions of the Mass Union may be called at any time by the Board, or upon receipt by the Board of a petition signed by at least one-third of the paid affiliates. The Board shall convene a Special Convention no earlier than ten days and no later than four weeks after receipt of the petition.

Section 3. Notice: At least thirty days before a regular Convention and at least one week before a Special Convention, the Board shall send written notice to all affiliates of the time and place of the coming Convention.

Section 4. Quorum: The quorum for conducting the business of the Mass Union at a Convention shall be one-third of the affiliates who have paid their dues.

Section 5. Powers and Responsibilities of Affiliates at the Conventions: The affiliates of the Mass Union:

- a. Shall elect members of the Board;
- b. Shall receive at each Convention reports from the officers and the chairperson of any standing or temporary committees;
- c. Shall vote on the adoption of these By-Laws and vote on the adoption of the amendments to the By-Laws;
- d. May adopt any resolutions setting forth the position of the Mass Union on issues affecting its members or recommend actions to the Board on issues or problems affecting members;
- e. May adopt a platform or otherwise set forth the immediate objectives and interest of the Mass Union;
- f. Shall vote on the appointment of a Convention secretary, that is not the Board secretary, to keep and publish minutes of its meetings;
- g. May adopt rules of procedures consistent with these By-Laws;
- h. May take other actions consistent with these By-Laws and the purpose of the organization. Provided, that all activities of the Mass Union will be consistent with the charitable and educational purposes and objectives of the Mass Union.

Section 6: Voting and Participation:

Each city or town from which there are affiliates present and entitled to vote at a Convention shall be entitled to cast six votes. If there are two or more affiliates from any city or town present and entitled to vote at a Convention, said city's or town's six vote shall be allocated equally between said affiliates. Votes may be cast as whole or as fractions thereof.

A simple majority of votes cast shall be necessary to conduct all regular business of the Mass Union, to adopt the By-Laws and to elect members of the Board.

If more than two candidates run for a position on the Board, and no candidate receives a majority of votes cast, additional votes shall be taken until such time as one candidate receives a majority of votes cast.

If no candidate receives a majority of the votes on the first ballot, only the candidates with two highest votes may run on subsequent ballots.

Nominations for members of the Board may be made by a Nominating Committee or from the floor of the Convention by a member of an affiliate. The Nominating Committee, if any, shall be appointed by the Chairperson of the Mass Union, shall consist of three Board Members from different communities and two members of affiliates from other communities and shall report directly to the Convention. The list of recommended candidates proposed by the Nominating Committee shall be sent to

affiliates twenty-one days in advance of the Convention. The committee shall make no changes in or additions to its recommendations after they are sent to the affiliates.

Article VI **THE BOARD**

Section 1. Membership of the Board: The Board, at all times, shall be composed of a minimum of nine members of which four are members and five are officers (President, Vice President, Treasurer, Assistant Treasurer, Secretary). The maximum membership will be thirteen of which eight are members and five are officers.

Section 2. Membership by Community: A community cannot have more than two members seated on the Board at a time.

Section 3. Eligibility: Any member of an affiliate who is a public housing tenant may be elected to the Board. No such member who is in a supervisory position of a local housing authority, director of a tenant management corporation, or employee of the public housing agency shall be eligible to be an officer of the Mass Union. Except a public housing tenant who is a commissioner of a local housing authority shall be eligible to be an officer.

If any officer of the Mass Union enters into a supervisory position, becomes a director of a tenant management corporation or becomes an employee of a public housing agency, they shall immediately resign as an officer.

A volunteer working for a local tenant organization and receiving a stipend shall not be considered as employee of a local housing authority.

If any member of the Board ceases to be a public housing tenant, they shall immediately resign their position on the Board by submitting a letter to the Board. If no letter is submitted, the Board will take action at the next regularly scheduled Board meeting.

No one may be a member of the Board and at the same time be on the Mass Union staff, including the volunteers working for the Mass Union and receiving a stipend. If a Board member has an application pending for Mass Union employment, he or she shall automatically be on leave of absence from the Board until a decision is made regarding the Board members application.

No more than one member of household may serve on the Board at a time.

A Board member must live in public housing as defined in Article II, Section 1 and must be a member of an affiliate as defined in Article IV, Section 2.

Section 4. Elections: The affiliates to the Mass Union shall elect the members of the Board. At the Spring Convention, held in odd numbered years, the affiliates shall elect at least nine members and a maximum of thirteen board members. At the Spring Convention, held in even numbered years, affiliates shall elect five officers from the current membership of the Board. Officers are elected by the affiliates from current board members. If the Board has the minimum number of nine Board members, there is no need to have a special election in the even numbered years to expand the Board.

Section 5. Terms of Office:

- a. The term of office of Board members shall be two years, except that a member elected to fill a vacancy is elected to serve only the remainder of the vacancy.
- b. The term of office of an officer shall be two years and if the officer is not reelected as an officer, they shall continue to be a member of the Board and serve one year before their membership ends at which time they must be run for reelection.
- c. There shall be no limitation on the number of terms or on the number of consecutive terms for which an individual may serve as a member on the Board. Any Board Member who is removed from the Board for good cause shall be ineligible to serve on the Board.

Section 6. Time for Assuming Office: Members of the Board elected at the Convention or elected to fill a member vacancy will assume office within thirty days after the Convention.

Section 7. Notice: Each member of the Board shall be given timely notice by phone or regular mail of each meeting of the Board at least 7 days before the meeting and at least 48 hours if the meeting is an emergency meeting.

Section 8. Time of Meeting: The Board shall meet the fourth Saturday of the month, except for November and December, or as often as necessary, unless the Board decides otherwise. Board members will decide where to hold meetings and how to increase Board attendance through the use of a remote platform.

Section 9. Quorum: Fifty-one percent of the members of the Board shall constitute a quorum for:

- a. Approval of the Mass Union Budget;
- b. Approval of changes in excess of two hundred dollars (\$200.00) in individual line items in the Mass Union budget;
- c. Temporary filling of vacancies on the Board;
- d. Hiring and firing of Mass Union personnel.

At all duly regular Board meetings, the quorum for all other business shall consist of those members present. At special Board meetings, the quorum for all other business shall be six members or fifty percent of the members, whichever is less.

Section 10. Vacancies: Any vacancies on the Board shall be temporarily filled at a duly constituted meeting of the Board after the Nominating Committee makes recommendations based on criteria set and approved by the Board. All remaining members of the Board must receive written notice at least five days in advance of the meeting to vote on filling temporary vacancies. The vacancy shall be permanently filled by special election at the next Convention.

Section 11. Duties: The Board shall:

- a. Manage the affairs of the Mass Union between Conventions;
- b. Develop and recommend programs for the Mass Union;
- c. Coordinate various committees;
- d. Report in writing to every regular Convention on its activities since the last regular Convention, and;
- e. Take any other actions consistent with the Articles as expressed in these By-Laws.
- f. All such activities shall be consistent with the charitable and educational purposes of the Mass Union.

Section 12. Procedures: The Board may adopt and publish rules of procedures consistent with these By-Laws.

Section 13. Reports: The Board shall send reports of platforms and resolutions adopted at the Convention to all affiliates no later than three months after Convention.

Section 14: Removal of Members of the Board:

- a. A member of the Board may be removed for good cause by a vote of the majority of the other members of the Board, at any regular or special meeting of the Board, provided that the President/Chairperson shall give all Board members at least two weeks' written notice of the proposed removal, the reason for the proposed removal, and notice that the Board will vote on the member's removal. The Board member against whose removal is sought shall be given an opportunity to be heard, at the meeting at which removal is considered and prior to any vote.
- b. Good cause for removal from the Board may include:
 - a. Absence from two consecutive regularly scheduled meetings of the Board or any three meetings in a calendar year without an excuse. If a member is absent from two consecutive regularly scheduled meetings or three meetings during a calendar year without an excuse, the Board shall at the next regular meeting, vote on whether or not to remove the member.
 - b. Breaching a Board member's duty of loyalty to Mass Union.
 - c. Violating a duty of confidentiality of matters discussed as a Board member, including releasing Mass Union information that is confidential such as financial information.
 - d. Acting contrary to a position taken by a Board of Director's vote.
 - e. Misusing the organization's name.
 - f. Failing to resign from the Board after losing membership with Mass Union.

ARTICLE VII
DUTIES OF THE OFFICERS

Section 1. President/Chairperson: The President is the Chairperson of the Mass Union Board and chief executive officer. The President shall:

- a. Preside over Conventions of the Mass Union and meetings of the Board.
- b. Call meetings of the Board.
- c. Speak for and represent the Mass Union in all matters.
- d. With the consent of other members of the Board, appoint the Chairperson of all standing and temporary committees.
- e. President is ex-officio on all committees.

Section 2. Vice President/Chairperson: The Vice President is the Vice Chairperson of the Mass Union Board: The Vice President shall:

- a. Assist the Chairperson in carrying out his/her duties.
- b. Vice President is ex-officio on all committees.

Section 3. Treasurer: The Treasurer is the chief financial officer and shall:

- a. Serve as Chairperson of the Finance committee.
- b. Be responsible for reviewing all financial records.
- c. Submit to every regular Convention a report on the financial status of Mass Union.
- d. Submit to the Board at each monthly Board meeting a financial report summarizing expenses, income, and credit with any amount over \$50.00 itemized.
- e. In the event that the Treasurer cannot perform their duties, the Assistant Treasurer shall be responsible for the Treasurer's duties.

Section 4. Secretary: The Secretary of the Mass Union shall:

- a. Take minutes of the Board meeting, including all motions and votes.
- b. Maintain official files including a list of all affiliates, and of any individuals entitled to notice of Mass Union activities.
- c. These duties may be assigned to the staff.

Section 5. Executive Director: The Executive Director is a non-voting member of the Board and chief operating officer and responsible for day-to-day operations.

Section 6. The officers shall operate consistent with the charitable and educational purposes of the Mass Union.

ARTICLE VIII **COMMITTEES**

Section 1. Forming Committees: The Board shall establish committees as it determines necessary or as directed by the affiliates at a Convention to carry out the activities of the Mass Union including a Policy Committee, Standing Committee, By-Laws Committee, Convention Committee, Election/Nominating Committee, Legislative Committee, Newsletter and Webpage Committee, and Outreach Committee.

Section 2. Committee Chairs: The President of the Mass Union shall, with consent of the Board, appoint the chairperson of a committee provided that:

- a. All committee chairpersons must be a member or officer of the Board.
- b. Every committee shall have a chairperson at all times.
- c. Every committee shall have at least one member who is a member of the Board, provided, that the Finance Committee shall have two members who are members of the Board, in addition to the Chairperson of the Finance Committee who shall be the Treasurer of the Mass Union.

Section 3. Committee Membership:

- a. Any member of an affiliate shall be eligible to serve on any committee.
- b. The President of the Mass Union, with the advice of the Board, shall appoint the member of committees.
- c. Any member of the Board may sit ex officio on any committee.

Section 4. Duties of Committees: The duties of committees shall be to make recommendations to and advise the Board and the affiliates at the Convention and carry out any other tasks assigned to the committee by the Board or by the affiliates at a Convention.

Section 5. Committee Meetings: Committees shall meet as often as necessary to carry out their duties provided that:

- a. Every committee chairperson shall call a meeting of their committee within one month after the committee is established, unless otherwise provided.
- b. If the chairperson fails to call a meeting as required by (a) above, any member of the committee may call the meeting and a new chairperson may be elected at this meeting;
- c. The Finance Committee shall meet at least quarterly.

Section 6. Committee Reports: Committees shall report to the affiliates at every regular Convention of the Mass Union and to the Board at every regularly scheduled meeting.

ARTICLE IX
EXPENDITURE OF FUNDS

- Section 1.** Approval of budget and authorization of changes: The annual budget of the Mass Union shall be approved by the Board prior to the start of each fiscal year, which starts on April 1. Changes of over one hundred dollars (\$100.00) in individual line items of the budget shall be made only with approval of the Board. A Treasurer's report shall be presented at each Convention.
- Section 2.** Care of Funds: All funds of the Mass Union shall be deposited in a bank account under the name of the Mass Union of Public Housing Tenants.
- Section 3.** Signatures on Checks: All checks shall be signed by the President and the Treasurer, except that, in the absence of one of these, the Executive Director, Vice President, Assistant Treasurer, or Board Secretary may supply the second signature.
- Section 4.** Petty Cash Fund: The Treasurer shall be authorized to deposit four hundred dollars (\$400.00) in a petty cash fund to be used for ordinary operating expenses, and to maintain the amount in the petty cash fund at not more than four hundred dollars (\$400.00) per month and detailed receipts of all expenditures are kept on file for this fund.
- Section 5.** All funds expended will be in accordance with the charitable and educational purposes of the Mass Union.

ARTICLE X
BY-LAWS

- Section 1.** Adoption: These By-Laws shall be adopted and amended by a majority vote of the paid affiliates present at the Spring and Fall Convention of the Mass Union.
- Section 2.** Periodic Review:

These By-Laws shall be reviewed by a committee appointed by the Board. The committee shall, at the end of the first year after the By-Laws are adopted, recommend any changes and modifications in the By-Laws and shall present amendments to the By-Laws for adoption by the Convention.

These By-Laws shall, after the first year, be reviewed as needed but at least once every three years.

Amendments to the By-Laws: Amendments to the By-Laws shall be adopted by majority of votes cast at a Convention. No amendment to the By-Laws may be presented for consideration by a Convention unless at least twenty-one (21) days before the date of the Convention a copy of proposed amendments must be mailed to every affiliate.

ARTICLE XI
CONFLICT OVER INTERPRETATION OF THE BY-LAWS

Section 1: Any duly adopted rule, procedure or policy of the Conventions of the Mass Union, the Board, or any committee of the Mass Union shall take precedence over Robert's Rule of Order or other Parliamentary procedure guides. Reference to Robert Rules of Order will resolve an issue not resolved by reference to said adopted rules or procedures.

ARTICLE XII
DISSOLUTION

Section 1. Procedure: The Mass Union may be dissolved by the affirmative vote of two-thirds 2/3rds of the affiliates present and voting at any duly constituted Convention.

Section 2. Distribution of Assets: In the event of the dissolution, termination, or winding up of the corporation (whether voluntary or involuntary or by operation of law) no part of the profits or assets of the corporation shall be distributed directly or indirectly to any individual, corporation or other organization. Mass Union has flexibility to distribute funds and transfer assets consistent with its mission, including transferring assets to a similar organization.

Section 3. Contributions: Contributions to Mass Union are deductible under Section 170(c) of the Internal Revenue Code and qualify as exempt from federal income tax under Section 501(c)(3) as it may, from time to time, be amended.