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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 t~~ This organization ~~shall be~~ is incorporated under the laws of the Commonwealth of Massachusetts and shall be known as 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~~Executive Office of Housing and Livable Communities Development (DHCD(EOHLC)), 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.~~ Our mission is to build power and voice for tenants so that we may effectively improve public housing in Massachusetts. This purpose may be amended from time to time by a majority vote of the Board.

~~**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~~Affiliation: The ~~membership~~affiliation 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~~Board.

Any organization applying for affiliation may petition the Mass Union Board for a waiver of the requirement in Article IV, Section ~~2~~1(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~~An affiliate shall not be entitled to vote, nor shall its members be eligible for nomination or election to the Board at the ~~Convention~~Annual Meeting 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~~Annual Meeting.

Section 2. ~~Section 3.~~ Annual Dues: Annual dues assessed to each affiliate shall be fifty dollars (\$50.00). A higher fee of one hundred dollars (\$100.00) may apply for jurisdiction wide or umbrella affiliates. An affiliate can request ~~or~~ a lower fee ~~and~~or receive a "waiver for hardship" from the Board upon approval from a majority of the Board. An affiliate which has not paid its dues will not be entitled to vote at the ~~Convention~~Annual Meeting.

Section 3. Delinquency: If any affiliate shall fail to pay his/her dues, he or she shall be deemed delinquent and subject to his or her membership being forfeited in keeping with the delinquency policy as approved by the Board.

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~~Board voting at any duly constituted ~~Convention~~Meeting.

~~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.~~

a. ~~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 in writing~~ 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.

b. ~~e.~~ 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~~ a hearing before the Board.

ARTICLE V

CONVENTION OF THE ANNUAL MEETING 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.~~
Annual Meeting: The Annual Meeting of the Mass Union shall be held annually at a time and place specified by the Board.

Section 2. ~~Special Conventions~~Meetings: Special ~~Conventions~~Meetings of the Mass Union may be called at any time by the Chairman of the Board, or upon receipt by the Board of a petition signed by at least one-third of the ~~paid~~active affiliates. The Board shall convene a Special ~~Convention~~Meeting no earlier than ten (10) days and no later than four (4) weeks after receipt of the petition.

Section 3. Notice: At least thirty (30) days before ~~a regular Convention~~an Annual Meeting and at least one (1) week before a Special ~~Convention~~Meeting, the Board shall send written notice (physically or electronically) to all affiliates of the time and place of the coming ~~Convention~~Meeting.

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

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

- a. Shall elect members of the Board;
- b. Shall receive at each ~~Convention~~Annual Meeting 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 as provided in Article X;
- d. May adopt any resolutions setting forth the position of the Mass Union on issues affecting its ~~members~~affiliates or recommend actions to the Board on issues or problems affecting ~~members~~affiliates;
- 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~~an Annual Meeting 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 affiliate shall be entitled to one (1) vote. A majority vote of the affiliates that constitutes a quorum as defined in these By-Laws shall be the required vote unless otherwise specifically stated herein.

~~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 government of the Organization, the direction of its work, and the control of its property shall be vested in the board of directors (the "Board") consisting of no less than nine (9) members of which four (4) are members and five (5) are officers (President, Vice President, Treasurer, Assistant Treasurer, Secretary). The maximum membership will be, but no more than thirteen (13) of which eight (8) are members and five (5) are officers.

Section 2. Membership by Community: A community cannot have more than two (2) 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~~II, Section 1 and must be a member of an affiliate as defined in Article IV, Section 21.

Section 4. Nominations: Members of the Board (both Directors and Officers) shall be nominated by the affiliates. The Nomination period shall last no less than 30 days. Written notice of the open Nomination period shall be sent to the affiliates at least two weeks prior to the opening of the Nomination period.

Section 5. Slate: Prior to the Annual Meeting each year, based on nominations received, the President shall present a slate of candidates for a two (2) year term to the Board, after confirming the fact by personal contact with the candidates, by the President, that they are willing to accept directorship responsibility. Any qualifying, nominated candidate who accepts the nomination shall be included in the slate.

Section 6. Elections: The nominated slate of candidates shall be ratified by the Board at their regular Board meeting prior to the Annual Meeting. The names of all candidates shall be arranged in alphabetical order. Instruction will be to vote for such numbers to be elected that year as set by the Board. The slate of directors presented by the President and ratified by the Board will be voted by affiliates to the Mass Union at the Annual Meeting.

~~Section 4. Elections: The affiliates to the Mass Union shall elect the members of the Board. At the Spring Convention, held in odd~~At the Annual Meeting held in odd-numbered years, the affiliates shall elect at least nine members and a maximum of thirteen board members. between four (4) and eight (8) directors, depending upon the number of qualifying nominations received. If fewer than eight (8) qualifying nominations are received, the President shall present a smaller slate, provided that the number of nominees shall be at least four (4). The candidates receiving the highest number of votes, up to the number of directors to be elected as determined by the Board, shall be elected. If there are eight (8) or more nominees, and there is a tie between the eighth and ninth-placed candidates, there shall be a run-off between those two candidates.

~~-At the Spring Convention, Annual Meeting held in even even-numbered years, affiliates shall elect five (5) 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.~~Board members in accordance with Article VII, Section 1.

Any additional election procedures shall be adopted by the Board before the Nomination period begins. Once the affiliates are notified of the Nomination period, no changes may be made to the procedures.

Section 7.

~~Section 5.~~ Terms of Office:

- a. The term of office of Board members shall be two (2) years, except that a member elected to fill a vacancy is elected to serve only the remainder of the vacancy.
- ~~b. If 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 (1) year before their membership ends at which time they must ~~be~~ run for reelection.
- ~~b. e. 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 individual Board member may consecutively serve up to three (3) terms as a director and three (3) additional terms as an officer. Any Board Member who is removed from the Board for good cause shall be ineligible to serve on the Board. ~~These term limits shall go into effect after the ratification of these bylaws.~~

Section 8.

~~Section 6.~~ Time for Assuming Office: Members of the Board elected at the ~~Convention~~Annual Meeting or elected to fill a member vacancy will assume office within thirty (30) days after the ~~Convention~~Annual Meeting.

Section 9.

~~Section 7.~~ Notice: Each member of the Board shall be given timely notice by phone ~~or,~~ regular or electronic mail of each meeting of the Board at least seven

(7) days before the meeting and at least forty-eight (48) hours if the meeting is an emergency meeting.

Section 10. ~~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.~~ monthly at a time and place determined by the Board. Special meetings may be held on call of the President of the Board, or at the request of any five (5) Board members.

Section 11. Attendance: It is anticipated that every Board Member will attempt to attend all meetings with a minimum of 70%. If a Board Member is absent from two (2) consecutive regularly scheduled meetings of the Board or any three (3) meetings in a calendar year without an excuse, the Board shall at the next regular meeting, vote on whether or not to remove the member. Such vacancy will be filled as set forth in Article VI, Section 13 of these By-Laws.

Section 12. ~~Section 9.~~ Quorum: Fifty-one (51%) 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 the **Mass Union Executive Director. All other staffing is the responsibility of the Executive Director.**

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 (6) members or fifty (50%) percent of the members, whichever is less.

Section 13. ~~Section 10.~~ Vacancies: ~~Any~~ If the board has fewer than nine members, 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.~~ The Board will determine how many vacancies to fill, so long as the process results in at least nine total members. Nominations will be made by the affiliates. The Board shall open a Nomination Period and written notice of the open Nomination Period shall be sent to the affiliates at least two weeks prior to the opening of the Nomination period. Any qualifying, nominated candidate who accepts the nomination shall be considered by the Board. All remaining members of the Board must receive written notice at least five (5) days in advance of the meeting to vote on filling temporary vacancies. The vacancies shall be permanently filled by special election at the next ~~Convention~~ Annual Meeting. The

Board may follow this procedure when there are more than nine members, but they are not required to.

Section 14. ~~Section 11.~~ Duties: The Board shall:

~~a. Manage the affairs of the Mass Union between Conventions;~~

a. ~~b.~~ Develop ~~and recommend programs~~ a strategic plan for the Mass Union;

b. ~~e.~~ Coordinate various committees;

c. ~~d.~~ Report in writing to every ~~regular Convention~~ Annual Meeting on its activities since the last ~~regular Convention~~ Annual Meeting, and;

d. ~~e.~~ Take any other actions consistent with the Articles as expressed in these By-Laws.

e. ~~f.~~ All such activities shall be consistent with the charitable and educational purposes of the Mass Union.

Section 15. ~~Section 12.~~ Procedures: The Board may adopt and publish rules of procedures consistent with these By-Laws.

Section 16. ~~Section 13.~~ Reports: The Board shall send reports of platforms and resolutions adopted at the ~~Convention~~ Annual Meeting to all affiliates no later than three (3) months after ~~Convention~~ the Annual Meeting.

Section 17. ~~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~~ Annual or ~~s~~ Special ~~m~~ Meeting of the Board, provided that ~~the President/Chairperson~~ any Board Member shall give all Board members at least two (2) 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.~~

i. ~~b.~~ Breaching a Board member's duty of loyalty to Mass Union.

- ii. ~~e.~~ Violating a duty of confidentiality of matters discussed as a Board member, including releasing Mass Union information that is confidential such as financial information.
- iii. ~~d.~~ Acting contrary to a position taken by a Board's ~~of Director's~~ vote.
- iv. ~~e.~~ Misusing the organization's name.
- v. ~~f.~~ Failing to resign from the Board after losing membership with Mass Union.

ARTICLE VII
DUTIES OF THE OFFICERS

Section 1. Election of Officers: At the Annual Meetings held in even-numbered years, the affiliates shall meet and elect a President, a Vice President, a Treasurer, a Secretary, and an Assistant Treasurer and any other officer who will be deemed appropriate. Each officer shall be a member of the Board. If more than two (2) 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 (1) 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 (2) highest votes may run on subsequent ballots.

Section 2. Term: The term of office of an officer shall be two (2) years and if the officer is not reelected as an officer, they shall continue to be a member of the Board and serve one (1) year before their membership ends at which time they must run for reelection.

Section 3. Officers: The Board shall not compensate officers. The officers shall operate consistent with the charitable and educational purposes of the Mass Union.

Section 4. Vacancies: Any vacancy occurring among the officers during the year may be filled by a majority vote of the Board from among its current members for the unexpired term or terms involved, except as hereinbefore provided.

Section 5. ~~Section 1.~~ President/Chairperson: The President is the Chairperson of the Mass Union Board and chief executive officer. The President shall:

- a. Perform all duties incident to the office and initiate action to advance objectives of the Mass Union.
- b. Be authorized to execute any documents of the Mass Union, except that any instrument affecting real estate including without limitation deeds and leases, shall be signed by the President and Executive Director.

- c. ~~a.~~ Preside over ~~Conventions~~Annual and Special Meetings of the Mass Union and meetings of the Board.
- d. ~~b.~~ Call meetings of the Board.
- e. ~~e.~~ Speak for and represent the Mass Union in all matters, consistent with the positions of the organization
- f. ~~d.~~ With the consent of other members of the Board, appoint the Chairperson of all standing and temporary committees.
- g. ~~e.~~ President is ex-officio on all committees.

Section 6. ~~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.~~
- a. By virtue of the office become familiar with the Mass Union, shall act for the President in the President's absence, and shall act as the assistant to the President attending functions on behalf of the President when required.
- b. In the event the President of the Board is unable to complete the term of office for any reason whatsoever, assume the duties of the President of the Board until an election is held pursuant to the terms of these By-Laws.
- c. ~~b. Vice President is~~ Be ex-officio on all committees.

Section 7. ~~Section 3.~~ Treasurer: The Treasurer ~~is the chief financial officer~~ shall:

- a. Serve as Chairperson of the Finance committee.
- b. Be responsible for reviewing all financial records, ~~as provided by the staff or auditor.~~
- c. Submit to every ~~regular Convention~~Annual Meeting 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 8. ~~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 9. Assistant Treasurer: The Assistant Treasurer shall:

- a. By virtue of the office become familiar with the Mass Union, shall act for the Treasurer in the Treasurer’s absence, and shall act as the assistant to the Treasurer attending functions on behalf of the Treasurer when required.
- b. In the event the Treasurer of the Board is unable to complete the term of office for any reason whatsoever, assume the duties of the Treasurer of the Board until an election is held pursuant to the terms of these By-Laws.
- c. The Assistant Treasurer shall be a member of Finance Committee.

Section 10. ~~Section 5.~~ Executive Director: The Executive Director is a non-voting member of the Board and chief operating officer and responsible for overseeing and running day-to-day operations of Mass Union. The Executive Director is authorized to execute any documents of the Mass Union previously approved by the Board.

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

Section 11. Pleasure of The Board: All officers serve at the pleasure of the Board and may have his or her appointment revoked by a two-thirds vote of the Board.

**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~~the Annual Meeting 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.~~ An attendance of fifty percent (50%) of the committee members shall constitute a quorum. In addition to the duties and responsibilities as set forth in these By Laws, the Chairman of the Board and the Vice Chairman, shall be ex-officio members of all committees and divisions. The President shall be ex-officio member of all committees and divisions without vote.

Section 2. Committee Chairs: The President of the Mass Union shall, with consent of the Board and the advice of the committee, 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 (1) member who is a member of the Board, provided, that the Finance Committee shall have two (2) 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. Committee chairs can determine if affiliates who are not members of the committee can attend meetings.
- 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~~Annual Meeting and carry out any other tasks assigned to the committee by the Board or by the affiliates at ~~a Convention~~the Annual Meeting.

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 (1) 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~~Annual Meeting of the Mass Union and to the Board at every regularly scheduled meeting.

Section 7. Limitation of Powers: No action by any member, committee, affiliate, director or officer shall be binding upon or constitute an expression of the policy of the Organization until it shall have been approved or ratified by vote of the Board.

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~~two hundred dollars (~~\$~~200.00) 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~~Annual Meeting. All funds expended will be in accordance with the charitable and educational purposes of the Mass Union.

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. Funds subscribed or contributed for a specific purpose shall be earmarked and accounted for in accordance with generally accepted accounting practices. Other accounts and investments may be maintained as specifically authorized by vote of the Board.

~~**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 3. ~~**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.~~

Section 4. Annual Audit: In fiscal years where the Mass Union's gross support and revenue exceeds the applicable threshold for such year, the accounts of the Mass Union shall be audited/ reviewed annually at the close of business on April 1st by an independent public accountant approved by the Board. The auditors' report shall be available to affiliates for examination.

Section 5. Obligations: Any obligations, loans, notes, or other instruments to be executed, shall be approved by the Board and signed by any two of the following officers: President, Treasurer, or Vice President.

ARTICLE X **BY-LAWS**

Section 1. Adoption: These By-Laws shall be adopted and amended by a majority vote of the ~~paid~~active affiliates present at the ~~Spring and Fall Convention~~Annual Meeting 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~~By-Laws for adoption ~~by~~at the ~~Convention~~Annual Meeting.

These By-Laws shall, after the first year, be reviewed as needed but at least once every three (3) years.

Section 3. Amendments to the By-Laws: Amendments to the By-Laws shall be adopted by majority of votes cast at ~~a Convention~~any Annual Meeting or Special Meeting. No amendment to the By-Laws may be presented for consideration ~~by a Convention~~at an Annual Meeting or Special Meeting unless at least twenty-one (21) days before the date of the ~~Convention~~Annual Meeting or five (5) days before the date of the Special Meeting a copy of proposed amendments ~~must~~is be mailed (physically or electronically) 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.~~All questions of construction of the By-Laws shall be decided by the Board.

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~~Annual Meeting.

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.~~ of the Mass Union, the Board, after paying or making provision for the payment of all liabilities of the Mass Union, shall distribute, in any proportion considered prudent, all the assets of the Mass Union to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes and at the time qualifying as an exempt organization or organizations under either Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code, as the Board shall

determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Mass Union is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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.

ARTICLE XIII INDEMNIFICATION

Section 1. The Mass Union shall, to the extent legally permissible, indemnify any person serving or who has served as a Director, officer, employee or other agent of the Mass Union, or at its request as a Director, officer, employee or other agent of any organization, or at its request in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a Director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of Mass Union (or, to the extent that such matter relates to service with respect to an employee benefit plan), in the best interest of the participants or beneficiaries of such employee benefit plan; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefor shall be approved:

- a. by a majority vote of a quorum consisting of disinterested Directors;
- b. if such a quorum cannot be obtained, then by a majority vote of a committee of the Board consisting of all the disinterested Directors;
- c. if there are not two (2) or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Mass Union (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best

interests of the participants or beneficiaries of such employee benefit plan);
or

d. by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Mass Union in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of his good faith belief that he has met the standard of conduct necessary for indemnification under this Article, and (b) an undertaking by such individual to repay the amounts So paid to the Mass Union if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Article, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such indemnified person may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than the persons designated in this Article may be entitled by contract, by vote of the Board, or otherwise under law.

As used herein the terms “person,” “Director,” “officer,” “employee,” and “agent” include their respective heirs, executors and administrators, and an “interested” Director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision hereof, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder hereof, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision hereof shall be held valid and be enforced to the fullest extent permitted by law.

Summary report:	
Litera Compare for Word 11.7.0.54 Document comparison done on 8/6/2024 10:07:14 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://weildms.weil.com/WEIL/99804782/1	
Modified DMS: iw://weildms.weil.com/WEIL/99804782/7	
Changes:	
Add	252
Delete	189
Move From	17
Move To	17
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	475