



Cooperators United for Mitchell-Lama

BY-LAWS

As adopted by the Steering Committee Dec. 4, 2008.

*As amended by the membership Apr. 2, 2011.

Article I Name, Purpose, and Mission

Section 1. Name

The name of the organization is Cooperators United for Mitchell-Lama.

Section 2. Purpose

The purpose of the organization is to unify resident shareholders of Mitchell-Lama/Limited-Equity cooperatives (hereinafter Mitchell-Lama cooperatives) in furthering the mission of the organization.

Section 3. Mission

The members of Cooperators United for Mitchell-Lama are resident shareholders of Mitchell-Lama/Limited-Equity cooperatives who are committed to preserving quality limited-profit housing cooperatives, in perpetuity, both for themselves and for future generations of New Yorkers.

Article II Membership

Section 1. General

Membership in the organization is open to all resident shareholders in Mitchell-Lama cooperatives who are in agreement with the mission of the organization. Members shall have the right to vote for officers and directors of the organization, to participate in activities and join committees of the organization, and to receive notice of the meetings of the organization.

Section 2. Dues

Annual dues shall be \$20 per year per member. This amount is suggested; members may pay more or less than the suggested dues.

Section 3. Honorary Membership

Persons who are not shareholder residents of Mitchell-Lama cooperatives, but who have rendered distinguished service to the creation or preservation of Mitchell-Lama cooperatives may be made honorary members by action of the Board of Directors.

Section 4. Meetings

The members of the organization shall meet at least annually, at a time and place to be set by the Board of Directors. Notice of membership meetings shall be sent to all members at least 30 days before meeting. A quorum of 20 members shall be needed to transact business at the meeting.

Special meetings may be called by the Board of Directors, on such notice as shall be reasonable in the circumstances. In addition, on the written demand of 15 or more members, the Secretary shall call a special meeting of members.

Section 5. Removal of members

Any member who has used the name of the organization without authorization, has brought discredit to the organization, or has shown a lack of sympathy with the mission of the organization may be removed as a member by action of the Board of Directors.

Article III Management

Section 1. Board of Directors

*A. Composition. The management of the organization is vested in its board of directors, which shall have sixteen (16) members. In alternate years, members present at a General Membership meeting held in the spring shall elect sixteen directors to serve two-year terms.

At its first meeting, the newly elected board shall select from among its sixteen members the five officers (see *Section 2. Officers*) and the chairs of the three standing committees (see *Section 3. Committees*). The remaining eight (8) directors shall serve at-large. Not more than two of the at-large directors may be residents of the same development. Any vacancy in the at-large directors may be filled, until the next annual meeting of members, by the President.

B. Meetings. The Board of Directors shall meet at least quarterly. Directors shall receive notice of all meetings one week in advance, unless an emergency meeting is called by the President, on such notice as shall be reasonable. A quorum shall be at least nine (9) directors. Action of the Board of Directors shall be by majority vote of the directors present at a meeting. Action may also be taken by written agreement without meeting, on the written consent of at least 3/4 of the directors.

C. Duties. The board of directors shall be responsible for oversight of the organization's mission, vision and planning, and for monitoring and assessing its programs and activities.

Section 2. Officers

*A. Generally. The officers of the organization shall be the president, one HPD vice-president, one HCR vice-president, secretary, and treasurer. Officers may be removed by vote of eleven directors at any time during their terms.

B. President. The President shall provide general supervision and leadership for all organizational programs and policies, and shall preside at all meetings of the organization and the board.

C. Vice Presidents. The *HPD* Vice President shall be chosen from among directors who are resident shareholders of Mitchell-Lama cooperatives supervised by the New York City Department of Housing Preservation (HPD). The *HCR* Vice President shall be chosen from among directors who are resident shareholders of Mitchell-Lama cooperatives supervised by the New York State Department of Housing and Community Renewal (DHCR). In case of a vacancy in the office of President, a Vice President shall succeed to the Presidency.

D. Secretary. The Secretary shall issue notices of meetings and take and keep minutes of meetings.

E. Treasurer. The Treasurer shall oversee the financial activities of the organization and make reports as required. Expenditures of the funds of the organization shall be approved by the Board.

Section 3. Committees

A. There shall be three standing committees; the Board may create additional *ad hoc* committees. The Board shall select the chair of each committee from among its sixteen (16) members. All members of cu4ml may become members of any committee, subject to the right

of the committee chair to limit membership at his/her discretion.

B. The three standing committees shall be the Legislative and Policy Committee, the Education and Communication Committee, and the Membership and Organization Committee.

C. The Legislative and Policy Committee shall draft and promote legislation and regulation in agreement with the mission of the organization, shall promote enforcement of existing law and regulations, and shall communicate on behalf of the organization with government officials.

D. The Education and Communication Committee shall organize a roster of speakers, collect and distribute flyers, create a manual for opposing the privatization of Mitchell-Lama cooperatives, design a web site for the organization, and maintain liaison with other organizations.

E. The Membership and Organization Committee shall build the membership of the organization, arrange for informational and social meetings of the members, and coordinate with the Education and Communication Committee in providing speakers to meetings at Mitchell-Lama cooperatives.

Article IV Amendment

Section 1. These bylaws may be amended by two-thirds vote of the membership present at a membership meeting.

Charges to the committees as reported in the minutes of the meeting of 13 November 2008:

1. Legislation and Policy Committee

- draft legislation and secure support for this legislation from elected officials.
- draft new regulations and advocate for their adoption.
- advocate for effective enforcement of existing regulations.
- maintain communications with elected and appointed officials and their staffs.
 - (Intern task: identify all relevant legislative assistants.)

2. Education and Communication Committee

- organize a roster of speakers available to address meetings of cooperators (see Membership Committee, below).
- create a library of works generated by member cooperatives (flyers, letters, etc.).
- create a manual/guide to understanding and organizing opposition to withdrawal and privatizing.
- design and maintain a web site for cu4ml.

3. Membership and Organization Committee

- build a strong membership base of NYC Mitchell-Lama cooperatives to support our mission.
- organize general membership meetings.
- coordinate with the Education Committee's speakers to respond to cooperatives' requests for assistance.