

## CU4ML Bylaws, as amended through 2021

### 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 and other limited-equity cooperatives in furthering the mission of the organization.

##### Section 3. Mission

The members of the organization are committed to preserving their homes and 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 and other limited-equity 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 set by the Board of Directors. In addition, voluntary contributions from members and from the outside community shall be accepted.

##### 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 annually, at a time and place to be set by the Board of Directors. Notice of the annual meeting shall be sent to all members at least 30 days before the annual meeting. A quorum of 15 members shall be needed to transact business at the annual 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.

Additional meetings of members may be called by the Membership and Organization Committee for the purposes of that committee, although the business of the association may not be transacted at any such meeting.

##### Section 5. Removal of members

If a member 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, he or she may be removed as a member by action of the Board of Directors. In addition, a member who has failed to pay dues for one year may be automatically removed from the membership by the Treasurer.

## Article III Management

### Section 1. Board of Directors

A. The management of the organization is vested in its board of directors which shall have sixteen members. The directors shall be elected at large by the members at the Annual Meeting, to two-year terms. Not more than two of the directors may be residents of the same development. Any vacancy in the 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. Members 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. 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.

D. In light of the effect of the Covid-19 emergency of 2020–2021 on the holding of membership meetings, the term of all directors elected in 2019 is extended to the date of the annual meeting of members in 2022.

CU4ML board members are expected to attend monthly meetings. Any board member who has three unexcused consecutive absences may be removed by majority vote of the board.

### Section 2. Officers

A. Generally. The officers of the organization shall be the President, two vice-presidents, secretary, and treasurer. All officers shall be selected by the Board of Directors, to serve a one-year term. Officers may be removed by the Board of Directors at any time during their terms.

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

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

E. 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, and in addition the Board may create additional ad hoc committees. The Board shall select the chairs of the committees. All members of the association may become members of any committee, subject to the right of the committee chair to limit membership in his or 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 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 Board of Directors.