

St. Botolph Street Tenant Task Force Bylaws

Date submitted: _____

BY LAWS FOR THE ST. BOTOLPH TENANT TASK FORCE (as revised August 23, 2010)

ARTICLE I: St. Botolph Tenant Task Force, 70 St. Botolph Street, Boston, MA 02116

- Section 1 Name: The name of the organization is the St. Botolph Tenant Task Force.
- Section 2 Principal Location: The principal location of the St. Botolph Task Force shall be within the Boston Housing Authority's St. Botolph housing development.
- Section 3 Purpose: The purpose of the St. Botolph Task Force is to empower public housing residents at the Boston Housing Authority's St. Botolph public housing development to fully participate in decisions affecting them involving the Boston Housing Authority (BHA) or other agencies, to educate residents regarding their rights and responsibilities, and to enhance economic opportunities and self-sufficiency for all residents.
- Section 4 Fiscal Year: April to April of the Calendar year

ARTICLE II: Membership; Board of Directors; Officers

- Section 1 Members/Tenants
- 1.1 Definition of Membership The Members of the St. Botolph Task Force ("Tenants") shall consist of the residents of the St. Botolph public housing developments of the BHA who have voting rights.
- 1.2 Voting Rights of Tenant: The Tenants shall have rights to elect or recall the members of the Board of Directors (as described in Article III below), to adopt and revise By-Laws, and to take such other steps as may be necessary to achieve the purpose of the St. Botolph Task Force. The Tenants shall have the right to participate in the St. Botolph Task Force and its committees. Voting rights will be vested in all residents of St. Botolph development who are 18 years of age or older, or who are emancipated minors who are leaseholders in such developments, as listed on BHA leases or Tenant Status Review (TSR) reports. Residents who have vacated the developments will no longer have voting rights, except in instances where the development is undergoing redevelopment and members of the St. Botolph Task Force must temporarily relocate off site, but have rights to permanently relocate back to the developments. Voting rights can only be exercised by persons present at a Tenants meeting; there shall be no voting by proxy, each member shall only have one vote.
- 1.3 Tenant Meetings: There shall be at least six (6) Tenant meetings per year; one of these meetings shall be the annual meeting. Such meetings shall be held at the St. Botolph development in an accessible location and at dates and times that are intended to maximize participation. At these meetings, Tenants will receive financial reports, and other information as specified by the Board or at least five (5) Tenants.

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The purpose of these meetings will be to inform Tenants on matters of general interest, including the solicitation of input regarding BHA maintenance, modernization efforts, and revisions in BHA policies. Additional meetings of the Tenants may be called by the Chairperson of the Board (or, in the Chairperson's absence, the Co-Chairperson), by three (3) members of the Board, or on a written request of ten percent (10%) or more of the Tenants. Written notice concerning such meetings, and the proposed agenda items for such meetings shall be provided to all resident households at least five (5) days in advance of the Tenant meetings. Items for the agenda of the Tenant meeting may be added by advance written request of 3 or more Tenants. An annual report shall be prepared and presented by the Board at the annual meeting. There must be a quorum of at least twenty (20) Tenants before any action can be taken at a Tenant meeting.

Section 2 Board of Directors

- 2.1 Number of Members: The Board of Directors ("Board") of the St. Botolph Task Force shall consist of six (6) members
- 2.2 Requirement of Membership: All Board members shall be active members of the Task Force and a tenant in good standing. If a Board member is no longer a member of the Task Force due to vacating the developments (see Section 1.2 above), he or she shall resign or be removed from the Board. Only one member of a tenant household may be a member of the Board of Directors. No member of the Board of Directors may serve in a policy making or supervisory position as a contractor or employee of the BHA or the BHA's private management agents, and no member of the Board of Directors (nor any member of his or her household) shall be eligible to receive compensation as a tenant coordinator for BHA modernization or construction work. Members of the Board of Directors shall also comply with other applicable laws, State and federal regulations, policies and bylaws regarding conflicts of interest.
- 2.3 Election and Term: Each member of the Board shall be elected by the Tenants at the Election meeting of the Tenants, as described in Article III below, and shall hold office for a two year term, unless the Board member resigns, is removed for good cause by the Board, or is recalled by the Tenants. Board members shall serve for a short period after the election of their successors (but in no case more than one month after the election) in order to wrap up and transition business to the new Board members.
- 2.4 Attendance of Meetings and Participation in Committees: Members of the Board are required to attend meetings of the Board and the Tenants and to actively participate on at least one committee.
- 2.5 Quorum: Quorum for meetings of the Board is four (4) members.
- 2.6 Filling of Vacancies: If a vacancy occurs in the Board prior to the next scheduled election, such vacancy shall be filled by the Board. The Board shall give written notice of such vacancy to the Tenants and give the a reasonable period of time (but not to exceed four (4) weeks) to submit names for consideration for appointment to

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the Board. Persons so appointed to the Board shall hold office only until the next election. Reasonably prompt written notice shall be given to the Tenants and to the BHA of any vacancy caused by resignation or removal of a Board member and the name and address of the person appointed by the Board to fill the vacancy.

- 2.7 Resignation: A Board member may resign from the position by delivering a letter of resignation to the Chairperson (or, if the person resigning is the Chairperson, the Co-Chairperson). Such resignation shall be effective upon receipt and acceptance of the letter by the Board.
- 2.8 Removal for Good Cause: Any member of the Board may be removed from office for good cause at any time by the Board at any meeting by a majority vote of the Board members present at such meeting. The following shall constitute good cause: (1) Absence from three Board meetings without excuse; (2) Violating the confidentiality of residents; (3) Accepting a paid position with the BHA or a contracted management company at the St. Botolph development, or a paid position with the BHA in a policy-making or supervisory position, provided however, a Board member's participation in a BHA advisory capacity, such as on the Monitoring Committee or the BHA Resident Advisory Board, shall not require the Board member to resign or be removed from office; (4) Misusing the organization's office or name; (5) Failure to resign after losing membership in the St. Botolph Task Force, as described in Sections 1.2 and 2.2 above; (6) Any breach of the Board member's duty of loyalty to the St. Botolph Task Force or its members; (7) For acts, or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (8) For any transaction from which the Board member derived an improper personal benefit. Any action on removal must be preceded by written notice to all members of the Board, at least one week in advance of the meeting, stating that the issue of removal shall be considered at that meeting, and stating the grounds for removal.
- 2.9 Meetings of the Board: The Board shall meet at least once a month at a regular time and place at the St. Botolph development which shall be posted and made generally known to the Tenants. Special meetings may be called by the Chairperson (or in the Chairperson's absence, the Co-Chairperson), or by written request of two (2) Board members to the Secretary. Generally, Board meetings shall be open to the Tenants, but Tenants who are not Board members shall not have voting rights at such Board meetings. The Board can, however, call an executive session and close the meeting (or a portion of such meeting) to all but the members of the Board by a vote of three (3) Board members. Written agendas for the Board meeting shall be prepared and provided in advance to all Board members, shall be posted at the meeting place where the Board shall meet, and shall be made available to the Tenants upon request. Each member of the Board shall have one vote, and a member must be present at the meeting in order to determine quorum and to vote; there shall be no voting by proxy or phone.
- 2.10 Duties: The Board shall develop and carry out the policies and programs of the Task Force. They shall establish the committees for the Task Force and coordinate their work. They shall report regularly to the Tenants. They shall represent the interests of the Tenants before the BHA and other groups and agencies. The Board shall administer any funds received by the St. Botolph Task Force responsibly and for the

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benefit of the Task Force, consistent with the St. Botolph Task Force's purpose.

2.11 Powers: The Board shall have the following powers:

- (A) Election and removal of Officers;
- (B) Filling of vacancies on the Board;
- (C) Authorization of expenditures;

- (D) Employment of persons as necessary to achieve the Task Force/Board business.
- (E) Receiving funds for the use of the Task Force -and the Tenants
- (F) Establishment of a bank account;
- (G) Establishment and revision of committee structure;
- (H) Acting on behalf of the Tenants in matters involving the BHA and regulatory agencies.

Section 3 Officers

3.1 Election of Officers and Responsibilities: The following Officers shall be elected by the Board from among themselves at their first meeting following their election by the Tenants

(A) Chairperson-The Chairperson shall chair all meetings of the Board, preside over Tenants meetings, represent the Tenants and the Board, sign all correspondence on behalf of the St. Botolph Task Force (except as the Board may otherwise designate), and exercise general supervision and control of the affairs of the St. Botolph Task Force. The Chairperson shall have the power to vote in Board and Tenant meetings and to make or second a motion.

(B) Co-Chairperson- The Co-Chairperson shall perform the duties of the Chairperson when the Chairperson is absent or unable to perform his/her duties.

(C) Secretary -The Secretary shall record and maintain minutes of all Board and Tenants meetings and shall insure that proper notice of Board and Tenants meetings is given. The Secretary shall also function as the Clerk of the St. Botolph Task Force under the terms of any Articles of Organization. In the absence of the Secretary, a temporary secretary may be elected by the Board to record the minutes of the meeting concerned.

(D) Treasurer -The Treasurer shall have general charge of all financial affairs of the St. Botolph Task Force. The Treasurer shall ensure accurate record-keeping with respect to the St. Botolph Task Force's and Board financial affairs, and shall sign off on checks authorized by the Board. The Treasurer shall provide regular financial reports to the Board and to the Tenants on the St. Botolph Task Force's financial affairs. All checks issued by the St. Botolph Task Force shall have, in addition to that of the Treasurer, the signatures of at least the Chairperson (or, in the Chairperson's absence, the Co-Chairperson) or Secretary.

3.2 Term of Office, Resignation, Removal from Office, and Filling of Vacancies: The Officers' term of office shall be the same as the Board. An Officer may resign by

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giving written notice to all other members of the Board. The Board may also remove any Officer for good cause by a majority vote. "Good cause" shall be defined in the same manner as in Article II, Section 2.8 of these By-Laws. The Board shall fill any vacancies in Officer positions from the members of the Board. The resignation or removal of an Officer shall not be deemed to also be a resignation or removal from the Board unless this is stated in the resignation, or the Board decision or is otherwise required by these By-Laws. Any Officer who resigns or is removed from office shall have the responsibility to turn over any of the Board records and accounts to the Board. Reasonably prompt written notice shall be given to the Tenants and to the BHA of any vacancy caused by resignation or removal of an Officer and the name and address of the person appointed by the Board to fill the vacancy.

ARTICLE III: Election of the Task Force by the Tenants; Recall

Section I Elections

- 1.1 Elections Every Two Years; Eligibility to Serve on the Task Force: Elections shall be held every two years for the Board. All Tenants shall be eligible to serve as members of the Board, so long as they are not employed by the BHA in a policy-making or supervisory position and are not employed by the BHA or a contracted management company at the St. Botolph development.
- 1.2 Election Committee: The Board shall establish an Election Committee to assist the St. Botolph Task Force in conducting its election of the Board. No person who will be a candidate for the Board may be a member of this committee. The committee shall consist of residents, and can include third-party volunteers who do not reside at the development. The Election Committee shall implement and oversee all election activities as well as ensure the St. Botolph Task Force's compliance with all relevant election requirements, including those provided by the BHA's policy, "Participation of Recognized Local Tenant Organizations in the Administration of Boston Housing Authority Local Developments."
- 1.3 Notice of Election Procedures: The Election Committee, working in conjunction with the Board, shall ensure that all Tenant households will be given written notice at least forty-five (45) days in advance of the election of the election procedures. The notice will be delivered to each occupied unit of the development and shall include a description of the election procedures, eligibility requirements, deadline for submission of nominations and for the election, and a copy of nomination papers. To ensure the notice solicits the broadest possible attention of residents and encourages their participation in the electoral process, such notices shall be translated from English into at least the three most appropriate languages for the development's population. The BHA shall, upon request of the Chairperson to the manager of the development, provide copies of these translated materials and assist in their distribution to each household. Such a request must be made to the manager 30 (30) days prior to the initial election notice, to give the BHA sufficient time to prepare such materials. The Election Committee and the Board shall ensure that these time frames for translation of materials are met where necessary to ensure broad participation. The notice of election procedures shall provide clear instructions where nomination papers may be obtained, who is an eligible candidate, and how the

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nomination form is to be completed, where and when it is to be filed, and the number of residents whose signature is required in support of the nomination. Nomination papers, in addition to being attached to the initial notice, must also be available to residents at both the St. Botolph Task Force's office at 70 St. Botolph Street and the BHA management office.

- 1.4+ Encouraging Diversity in Candidate Pool: The Board and the Election Committee shall attempt to achieve reasonable representation on the Board of all racial and ethnic groups and all geographic areas within the St. Botolph development.
- 1.5 Notice of Nominations; Encouraging Resident Participation: The Election Committee and the Board shall give written notice to all member households by way of leaflets regarding the certified nominees for the Board. The notices shall display a sample ballot with each candidate's name and address listed. Such notices shall be posted in every hallway, management, and St. Botolph Task Force office at a minimum of thirty (30) days prior to the election. The Election Committee and the Board shall conduct a broad range of activities to encourage resident participation in the election through candidates' nights, providing poster and leaflet materials to candidates for campaign purposes, and/or issuing election reminder notices to residents, consistent with resources available to the Board.
- 1.6 Conduct of Election: The Board and the Election Committee shall obtain an impartial third party to monitor the balloting and tabulation processes. At the time of the election, polling stations will be located in an area of adequate size to provide voters a sufficient level of privacy to mark ballots. A secured ballot box shall be provided at each station, and the Election Committee shall verify each voter's eligibility (based on lease and TSR information provided by BHA). The persons staffing the polling stations and acting as third party observers shall be impartial. No candidate for election may be allowed in the polling station other than to cast his/her own ballot. No campaign activities shall be conducted by any candidate or his/her supporters within twenty (20) feet of the polling station.
- 1.7 Notice of Election Results: Within three (3) days of the election, the Board and the Election Committee shall provide notice to the Tenants of the election results by posting the same at both the St. Botolph Task Force's office at St. Botolph and at the BHA management office. The Board and the Election Committee shall provide notice to the BHA of the election results within ten (10) working days of the election. The correspondence to BHA shall include a list of all Board members elected, their addresses, and a description of election procedures. It shall also include a request for recognition of the new Board and a letter from the new members of the Board, agreeing to abide by arbitration, consistent with the requirements of BHA's policy "Participation of Recognized Local Tenant Organizations in the Administration of Boston Housing Authority Local Developments."

Section 2 Recall

- 2.1 Petition for Recall: The Tenants may move to recall one or more members of the Board during the Director's term of office. In order for the Tenants to recall a Director, there must be a written petition containing the signatures of at least twenty

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percent (20%) of the adult household members of the development. Such recall petition shall have a clearly stated reason for the recall typed at the top of each page of signatures. The reason for recall is not limited to the reasons for removal for good cause stated in Article II, Section 2.8.

- 2.2 Recall Election; Limitation on Further Petitions for Recall of Same Director: Upon receipt of a recall petition in the proper form and with the proper number of signatures, the Board shall promptly call a meeting of the Tenants for the purpose of having a recall election. The notice of the meeting shall state the date, time and place of the meeting, the purpose of the meeting, and the grounds stated for recall in the petition. The recall election need not take the form of the general election provided for above. The Tenants shall be free to choose several options for recall, including designation of a particular person to serve as a Director in lieu of the Director proposed for recall, or granting the Board the discretion to appoint another person as Director for the balance of the term. If the majority of the Tenants present at the meeting vote to recall the Director, the Director shall be recalled. Reasonably prompt written notice shall be given to the Tenants and to the BHA of the outcome of any recall election. If the Tenants decide not to recall a Director, no petition to recall that same Director shall be considered until a 12-month period has lapsed from the submission of the last petition. This shall not, however, be a limitation on the power of the Board to remove a Director for "good cause" in accordance with Article II, Section 2.8.

ARTICLE IV: Committees

- 1.1 Standing Committees: The Board shall establish Standing Committees to carry out the goals and objectives of the St. Botolph Task Force. It shall actively recruit the Tenants to serve on Committees to ensure democratic participation and to further the goals of the St. Botolph Task Force. The Standing Committees shall report to the Board and to the Tenants on their ongoing work. Each Standing Committee shall appoint a chair who is not a Board member.

ARTICLE V: External Representation

- 1.1 The Board shall appoint representatives of the Task Force who will serve on other boards and organizations.
- 1.2 Any such representative may be removed for good cause at any time by the Board at any meeting upon the vote of the majority present.

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ARTICLE VI: Personal Liability of Officers and Members of the Board; Conflict of Interest

Section 1 Personal Liability

- 1.1. The Board shall not have the power to bind the members of the Board personally or call upon such members to discharge any debts. The members of the Board and the Officers shall not be held personally liable for any debt, liability or obligation of an Officer or Board member for any breach of the Officer's or Director's duty of loyalty

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to the Task Force or its members, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for any transaction from which the Officer or Director derived an improper personal benefit.

Section 2 Conflict of Interest

- 2.1 The Conflict of Interest provisions of any state or federal statutes or regulations that apply to public housing or non-profit organizations shall be in force with respect to the St. Botolph Task Force, including any decisions to hire personnel or to expend funds. No member of the Board or members of the immediate families of members of Board shall be employed by the St. Botolph Task Force.
- 2.2 Gifts, goods, services, and funds provided to the St. Botolph development must be equitably distributed, and no member of the Board, members of Committees, or members of the immediate families of such persons shall benefit from such gifts, goods, services, or funds in a manner disproportionate with the benefits received by the Tenants; provided, however, nothing in this provision shall bar members of the Board or committee members from being reimbursed for legitimate expenses that they have incurred while acting on behalf of the St. Botolph Task Force.

ARTICLE VII: Amendment of By-Laws

- 1.1 Procedure for Amendment of By-Laws: The By-Laws may be amended by a majority vote of the Tenants at a regular or special Tenant meeting. Any amendments may be proposed by a majority vote of the Board. The Board shall ensure that written notice is provided to all resident households at the St. Botolph development at least five (5) days in advance of such meeting. Such notice shall state the date, time and place of such meeting, that it is proposed that the By-Laws be amended, and a summary of the proposed changes in the By-Laws. Tenants shall be free to propose other changes to the By-Laws at such meeting, but such proposals must be made in writing and shall be read and explained to all persons present at such meeting in advance of being voted upon.
- 1.2 Limitation on Certain By-Law Amendments: No By-Law amendment shall be proposed or adopted which would have the effect of disqualifying the St. Botolph Task Force from recognition as a Local Tenant Organization (L TO) under the BHA's policy, "Participation of Recognized Local Tenant Organizations in the Administration of Boston Housing Authority Local Developments", as the same may from time to time be lawfully amended, or applicable lawful HUD or DHCD requirements governing participation of LTOs in the affairs of public housing authorities. No By-Law amendment shall be proposed or adopted which is contrary to the provisions of G.L. c. 180 as the same apply to non-profit organizations.