

BY-LAWS FOR THE
Great Barrington Housing Authority
Local Tenant Organization

ARTICLE I: NAME

1. Name: The name of the organization is the Great Barrington Housing Authority Local Tenant Organization and is abbreviated as GBHA/LTO.
2. Location: The organization's office is at 2 Bernard Gibbons Drive, Great Barrington, MA. 01230 or such other location as may be designated by the Board of Directors in the future.

ARTICLE II: PURPOSE

The purpose of the GBHA/LTO is to improve life for the residents of all Great Barrington Housing Authority properties. Flag Rock Village, 2 Bernard Gibbons Drive, Great Barrington, MA., Brookside Manor, 909 Main Street, Great Barrington, MA. and Dewey Court, 2 Dewey Way, Sheffield, Ma. This includes:

1. Representing the General Membership in matters which affect residents' common interests, rights, status, and duties.
2. Providing input to the Great Barrington Housing Authority on matters that impact residents including Maintenance, Modernization, Redevelopment, HA policies and procedures, Capital Improvement Plans, Annual Plans, Operating Budgets, Resident services, and Resident training, Employment, and Economic Opportunities.
3. Seeking a mutually respectful working relationship with the Great Barrington Housing Authority and other organizations that have a role in the operation, management, and development of residents' housing.
4. Fostering a sense of community among residents, keeping residents informed about the resident organization, and maintaining a viable resident organization.
5. Educating residents about their rights and responsibilities.
6. Advocating for the residents who seek and need the assistance of the organization, when possible.

ARTICLE III: MEMBERSHIP

The participation of Members of the organization is crucial for the LTO's success. Members can take part in decision making in many ways.

1. Members: All residents of the Great Barrington Housing Authority who are listed on the lease and are 18 years or older or an emancipated minor head of household are Members of the GBHA/LTO. Participation is voluntary. Membership will automatically stop when a person is no longer a resident at Flag Rock Village, Brookside Manor or Dewey Way, unless the resident has relocated temporarily because of redevelopment.
2. Members' Rights : The LTO shall not impose any unreasonable restrictions on participation by any resident who it represents.
3. All Members have the right to:
 - a. Nominate Members of the GBHA/LTO to the Board of Directors.
 - b. Run for and serve on the resident organization's Board of Directors.
 - c. Vote to elect Board of Directors.
 - d. Participate in the organization's meeting and activities held for Members.
 - e. Have a reasonable opportunity at meetings to make their views about matters of common interest known.
 - f. Vote on matters including adopting, repealing, or amending the resident organization's by-laws.
 - g. Participate in the recall of a member of the Board of Directors.
 - h. Serve on committees.

ARTICLE IV: MEMBERSHIP MEETINGS

Meetings are the most important means of conducting the business of the organization and getting residents' input. They should also provide the Members with an opportunity to understand the activities of the organization.

1. Regular Membership Meetings: The Board of Directors shall hold at least two regular meetings a year for the General Membership. The LTO may also hold additional and more frequent regular meetings for Members and conduct special meetings in between regular meetings.
 - a. Purpose: The purpose of regular meetings will be to inform residents about matters of general interest and solicit residents' input on issues of concern.
 - b. Notice: The Board of Directors shall provide written notice of regular meetings which will be posted at least five (5) business days in advance of meetings. Notice will be posted in prominent locations including the Great Barrington Housing Authority's lobby, Community Room, Laundry room,

and the Community room at Brookside Manor and Dewey Court and the LTO will strive to provide more notice, depending on resources available, which may include flyers, door to door, phone trees, mail or email, public meetings, social events or other means.

c. Agenda: Items for the agenda will be posted in the notice of the meeting. Items for the agenda may be added by Members by written request to the president of the board at least five (5) business days in advance of the meeting.

d. Review of Yearly Budget: At least once a year at a regular meeting, the Board of Directors will review and have an open discussion with Members about the GBHA/LTO'S proposed yearly budget prior to adopting it.⁶ At the meeting, a yearly statement of income and expenditures from all funding sources will be provided to all Members. The Board reserves the right to collect this information after the budget is approved.

2. Emergency Membership Meetings: The president or a majority of the Board of Directors may call an emergency meeting with as much notice as can be given.

a. Notice: When it is not possible to give seven (7) calendar days in advance of an emergency meeting, 48-hours' notice will be sufficient. The LTO will post notice of the emergency meeting in prominent locations including the GBHA's office, 2 Bernard Gibbons Drive, Great Barrington, MA. in the Community room and Laundry room at Flag Rock Rock Village, Brookside Manor and Dewey Court and will strive to provide more notice, depending on resources available, which may include flyers, door-to-door, phone tree, mail or email, public meetings, social events or other means.

3. Attendance: Regular, special, and emergency meetings shall be open only to Members. Non-resident GBHA employees and non-residents may only attend but may not speak unless given permission by the chair.

4. Location of Meetings: Regular, special, and emergency meetings will be at times and places that are reasonably convenient to residents and wheel chair accessible.

5. Conduct of the Meeting: The president, or in their absence, the vice president or another board officer shall chair meetings. The Board officers shall meet in advance of meetings to set the agenda. The board officers may set procedures (ground rules) for the meeting, including a time limit on speakers and how to make motions.

6. Translation Services: If resources are available, the resident organization will provide translation services, if needed. Notice to the chair should be given five (5) business days ahead of the meeting.

7. Voting: Only Members are permitted to vote on GBHA/LTO matters.

Each Member shall have only one vote. Voting can only be exercised by people present at a Membership meeting, unless the Board makes known in writing to the Membership that absentee voting or voting by proxy is allowed and what procedures will be used.

The Board shall determine how votes shall be taken and whether voting shall be conducted by a show or hands or by a written ballot.

8. Quorum: Except as otherwise required by these by-laws, all business at any regular, special, or emergency General Membership meeting shall be by a simple majority vote of those Members present.

ARTICLE V: BOARD OF DIRECTORS

The Board of Directors is responsible for managing the affairs of the organization, conducting its business, and consulting and informing Members.

1. Number of Officers: The Board of Directors of the GBHA/LTO shall consist of five (5) Members.
2. Term of Office: Members of the Board of Directors shall be elected for a term of one (1) year.
3. Board Meetings: The Board of Directors shall determine the frequency, location and time of their Board meetings and shall provide notice of their meetings to the General Membership. Board members are required to attend Board meetings. Generally, Board of Director meetings are open to the General Membership unless the Board of Directors decides to close the meeting and go into executive session for all or a portion of its meeting. It may do so only to discuss confidential matters, including but not limited to removal of an officer, Member, discipline or dismissal of an employee of the organization, and litigation. Non-LHA tenants (including LHA staff) may attend but may not speak unless given permission by the Chair.
4. Special Meetings: Special meetings shall be held at any time when called by the president of the Board or any of the other directors with 48 hours' notice.
5. Quorum: A quorum is necessary for the Board of Directors to vote on matters, including financial matters. A quorum shall be 3.
6. Voting: Matters shall be decided by a majority vote, if a quorum is present. The General Membership cannot vote on matters at the Board of Director meetings.
7. Filling Vacancies: The Board may fill any vacancies that occur on the Board in between regular elections by a special election with notice to all residents. The Board may choose to leave a vacancy open until the next election, but not if it will cause the number of Board members to drop below what constitutes a quorum.

8. Resignation: A Board of Director may resign by giving written notice to all other members of the Board of Directors or by giving oral notice at a Board of Director's meeting in person where it is recorded in the minutes.

10. Notice: The LTO shall give prompt written notice to the General Membership of any vacancy caused by resignation or removal of an Officer or Board of Director and the name of the person appointed by the Board of Directors to fill the vacancy.

ARTICLE VI: ELECTIONS OF THE BOARD OF DIRECTORS

An election process allows for Members to discuss issues of concern and for resident leaders wishing to be on the Board an opportunity to express their concerns.

1. Elections Every One (1) Year: Elections shall be held every one (1) year for the Board of Directors. There shall be a fair election procedure that imposes no unnecessary restrictions on Residents who want to run for the Board. Elections shall be supervised by a disinterested third-party person or organization with experience conducting elections.

2. Eligibility: All Members of the General Membership shall be eligible to serve on the Board of Directors, so long as they are:

a. Not employed by the GBHA in a policy-making or supervisory position nor do they serve on the GBHA board.

Any Director who is removed for good cause shall be not be eligible to run for election.

3. Election Committee: The Board of Directors may establish an Election Committee to assist the organization in conducting elections or recall elections of the Board of Directors. When establishing the Election Committee, the Board of Directors shall notify all members of the GBHA/LTO that it is seeking volunteers. The Election Committee may include GBHA/LTO Members and/or volunteers who are not part of the General Membership. A person who plans to be a candidate for the Board of Directors cannot be a member of the Election Committee.

4. Notice of Nomination and Election:

a. The Board is responsible for making sure that all voting Member households receive a written notice at least 20 (20) business days before the nomination deadline. The notice must include information about the nomination process for the LTO Board of Directors, eligibility requirements, and nomination papers that explain how to complete the form and where and when to file it by. This notice must also include information about the election process.

b. A final notice of the election date, time and location shall be posted in prominent places at least five (5) business days before the election.

c. To ensure the notices solicit the broadest possible attention of residents, notices will be delivered to each occupied unit of the development, posted in prominent places including the lobby, community rooms, laundry rooms and at the GBHA's offices and translated from English into the most appropriate languages for the General Members of the GBHA/LTO, provided that there are resources available to accomplish this.

5. Conduct of Election:

a. Independent Third-Party: The Election Committee, or in the absence of an Election Committee, the Board shall choose an independent third party to oversee the election, to provide it with advice as needed, to conduct elections to collect and count ballots, and to certify to the GBHA that the election was fair.

b. Polling Stations: Polling stations will be located at a time and place that is reasonably convenient to Members with a sufficient level of privacy to mark ballots. The polling locations shall be wheelchair accessible. The persons staffing the polling stations and acting as third party observers shall be impartial. No candidate for election is 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.

c. Voting: Voting for the Board of Directors shall be by secret written ballot and a secured ballot box. The independent third-party shall, with the Election Committee, if there is one, determine the best way to verify that residents are eligible to vote without violating residents' privacy and confidentiality.

d. Notice of Election Results: Within seven (7) working days of the election, the Election Committee shall provide notice to the General Membership of the election results, including the number of votes cast for each candidate, by posting the information at the organization's office and at the development management office. Within ten (10) working days of the election, the Board of Directors shall provide written notice to the GBHA of the election results within. This correspondence shall include a list of all Board of Directors elected and their contact information.

6. Recall Elections: Recall elections may be held to unseat and replace a Board of Director at any time by a written request from the General Membership which specifies the reasons for the recall election and which is signed by one or more members in at least two households or by ten percent (10%) or more of the households represented, whichever is greater. A recall election must be done by a vote, after providing proper notice. Recall elections must be held in accordance with 760 CMR 6.09(2)(a)(8).

ARTICLE VII: OFFICERS

1. Election of Officers and Responsibilities: The GBHA/LTO Officers shall be elected by the general members choosing the officers.

The officers shall include:

(a) President: The President shall chair all meetings of the Board of Directors, preside over General Membership meetings, represent the General Membership and the Board of Directors, sign all correspondence on behalf of the organization (except as the Board of Directors may otherwise designate), and exercise general supervision of the affairs of the organization.

(b) Vice-President(s): One or two Vice-Presidents may be elected. The Vice-President(s) shall perform the duties of the President when the President is absent or unable to perform their duties and shall assist the president in their duties.

(c) Secretary: The Secretary shall take and maintain minutes of all Board of Directors and General Membership meetings and shall record attendance, whether there is a quorum, and the votes taken. The secretary shall also insure that proper notice of Board meetings and General Membership meetings is given to the Members. In the absence of the Secretary, a temporary secretary may be elected to record the minutes of the meeting.

(d) Treasurer: The Treasurer shall keep the records of all financial affairs of the organization, shall sign off on checks authorized by the Board of Directors, and shall provide regular statements of income and expenditures from all funding sources to the Board of Directors and once a year to the General Membership. All checks issued by the organization shall have, in addition to the signature of the Treasurer, the signature of at least the President (or, in the President's absence, the Vice-President) or Secretary.

(e) Alternate Officers: Other Board members may be elected as Alternate Officers who may assist the primary officers in carrying out their functions.

2. Term of Office; Resignation, Removal from Office, and Filling of Vacancies:

a. Term: The Officers' term of office shall be the same as their term on the Board.

b. Resignation: An Officer may resign by giving written notice to all other members of the Board of Directors or by giving oral notice at a Board of Director's meeting in person where it is recorded in the minutes. The resignation an Officer shall not be deemed to be a resignation from the Board of Directors unless this is stated. Any Officer who resigns shall have the responsibility to turn over any of the Board's records and accounts to the Board of Directors.

c. Succession of Officers: If the president becomes unable to serve or resigns, the vice-president shall assume the duties of the presidency. If the vice-president becomes unable to serve or resigns, the secretary shall assume the duties presidency. If the secretary should become unable to serve or resigns then the treasurer shall assume the duties of the presidency.

d. Removal from Office: The Board of Directors may, at any time, remove an Officer for good cause by a majority vote of the Board members present at the meeting. The following shall be considered good cause:

1. Absence from three (3) board meetings without excuse;
2. Violating the confidentiality of Residents;
3. Misusing the organization's office or name.
4. Failure to resign after losing membership in the organization;
5. Acting contrary to a position taken by a Board of Directors vote.
6. Breaching the Director's duty of loyalty to the organization.
7. Acts not in good faith that involves intentional misconduct or a knowing violation of law.
8. Any transaction from which the Board Member derived an improper personal benefit.

Any Board Member may initiate an action on removal, but it must be preceded by written notice to all members of the Board of Directors, at least one (1) week in advance of the meeting, stating that the issue of removal shall be considered at that meeting, and stating the grounds for removal.

The removal of an Officer shall not be deemed to be a removal from the Board of Directors.

Any Officer who is removed as an Officer shall have the responsibility to turn over any of the Board's records and accounts to the Board of Directors.

e. Notice: The GBHA/LTO shall give reasonably prompt written notice to the General Membership of any vacancy caused by resignation or removal of an Officer and the name of the person appointed by the Board of Directors to fill the vacancy of the Officer.

ARTICLE VIII: COMMITTEES

Standing and AD Hoc Committees: The Board of Directors may establish committees to carry out the goals and objectives of the organization. It may actively recruit the General Membership to serve on committees to ensure democratic participation and to further the goals of the organization. Any committees shall report to the Board of Directors and to the General Membership on their ongoing work.

ARTICLE IX: GENERAL FISCAL PROVISIONS

1. Fiscal Year: The fiscal year of the organization shall begin on April 1st and end on March 31st of each year.
2. Budgets: A proposed budget will be adopted annually by the Board of Directors, after discussion with Members, at a meeting held for this purpose, and in addition, after providing to all Members present at that meeting, an annual statement of income and expenditures from all funding sources.

3. Expenditures of Tenant Participation Funding: The GBHA/LTO shall not make any expenditure of tenant participation funds received from the GBHA except in accordance with a budget approved by the GBHA. Such funds shall only be used for the GBHA/LTO ordinary and necessary business and authorized activities.

4. Financial Statement to LHA: The GBHA/LTO will submit a financial statement to the GBHA Board at the end of the GBHA's fiscal year, March 31st accounting for all income received and expenditures.

ARTICLE X: BY-LAWS

1. Adoption: These By-Laws shall become effective upon approval by a majority vote of a quorum of Members who are present at a meeting. A quorum for this purpose shall be 10% of the members.

2. Publication: A copy of the most recent By-Laws must be made available to any Member of the LTO upon their request. A copy of these By-Laws and any amendments will be submitted to the GBHA. These by-laws shall be made available by the LHA on its website and posted prominently in the LHA's office and in any community center or rooms serving residents represented. The Board of Directors shall keep copies of the By-Laws on file, including any amendments and the date of adoption and amendment.

3. Translation: The Board of Directors shall seek assistance from the GBHA to arrange for copies of the By-Laws to be translated into the languages commonly spoken at the development, if needed.

4. Procedure for Amendment of By-Laws: The By-Laws may be amended only by a majority vote of a quorum of Members, as defined in Article X, Section 1 above, who are present at a regular or special Membership meeting, after notice was given of the time, date, location, and purpose of such meeting and in which a minimum of 10% of the residents represented have voted.

5. Notice: The Board of Directors shall ensure that notice of the time, date, location and purpose of the meeting to adopt or amend the by-laws is given to all Members. Notice shall be sufficient if given at least 5 (5) business days before the meeting and is posted in prominent locations, such as in Community Rooms and Laundry Rooms and in the Great Barrington Housing Authority Office. More notice, including notices delivered by flyers, mail and/or email is encouraged but not required.

6. Approval: These by-laws were approved at the Membership meeting of the GBHA/LTO held on

4-15-2019. Signatures below of Officers:

Marlene Kosloski *M. Kosloski* Susan Hipwell Morris *Susan Hipwell Morris*

Mary Formel *M Formel*