

## Brown Association for Cooperative Housing

### BYLAWS

#### Article I: Name and Location of Corporation

The name of this Corporation is The Brown Association for Cooperative Housing (B.A.C.H). The location of this Corporation is 116 Waterman St., and 166 Waterman St., Providence, Rhode Island.

#### Article II: Purpose

The purpose of this Corporation is to provide its members with low-cost cooperative housing and an opportunity for self-sufficient living consonant with the provisions set forth in the Articles of Incorporation.

#### Article III: Membership and Admissions Policy

##### *Section 1: Eligibility*

BACH shall consist of current residents of Watermyn and Finlandia houses and alumni who have been accepted by the Corporation in a given term and who shall have executed an occupancy agreement in the usual form employed by the Corporation, be in "good financial standing" and "good job standing" thereunder, and at all times throughout their membership in the Corporation reside in one of the houses maintained thereby. Fall "term" shall be defined as the period from September 1<sup>st</sup> to January 14<sup>th</sup> and Spring "term" shall be defined as the period from January 15<sup>th</sup> to May 31<sup>st</sup>. The period of time between June 1<sup>st</sup> and August 31<sup>st</sup>, hereafter referred to as "summer" shall not be considered a "term." All BACH members must be 18 years of age or older unless they have both parental permission and the explicit approval by the Board of Directors to reside in one of the houses maintained thereby. Persons who are under the age of 18 may petition the Board of Directors to have the parental permission requirement waived under conditions determined by the Board of Directors.

##### *Section 2: Admissions Procedure*

###### *a. Coordination*

The Member Services/Housing Coordinators shall be responsible for the admissions of new members for the following term in accordance with these articles. Each house - Finlandia and Watermyn - shall have one Housing Coordinator.

###### *b. Informational Meeting*

In order that prospective members of BACH be able to make the most fully-informed decision as to whether to join the Corporation, the Member Services/Housing Coordinators shall be responsible for organizing meetings to disseminate written, factual and social information of the co-ops, stimulate cooperative thinking, and answer questions for prospective members. One meeting shall take place at each house prior to finalizing membership, with all meetings being publicized to the entire Providence community. Further, prospective members should be encouraged to participate in any of the houses in any way they wish in order to facilitate their decision as to whether or not to join the Corporation.

###### *c. Admissions Guidelines*

The number of openings in the Corporation shall be determined based on the following minimum number of residents desired in each house: twelve in Finlandia and fifteen in Watermyn. In filling openings in the Corporation, the Board of Directors may determine an appropriate procedure to maintain an overall balance in membership and promote institutional sustainability. All current corporation members shall have the unequivocal power to individually deny the membership application of any prospective member to the corporation at the time of admission for the subsequent term.

###### *d. Selection Procedures*

###### *i. Renewal of Membership*

All members determined to be in both "good financial standing" and "good job standing" in BACH at the the term's "membership review" and who notify the Housing Coordinators by a specific date set by the Board of Directors of their wish to remain members of the Corporation shall be granted renewed membership, provided that they have sent a rent deposit by the date specified by the Board of Directors. Please see Article VIII, Sections 1-3 for a complete description of the membership renewal process.

###### *ii. Selection of Other Members*

If the carrying capacity of BACH exceeds the number of Corporation members granted renewed membership, the Member Services/Housing Coordinator shall then consider for membership those who have attended at least one

informational meeting or who have given reasonable cause for not attending. These persons shall be divided into the following categories:

- in the first category, any previously-admitted members of BACH who are returning in the upcoming term from a leave of absence from full-time residency in the city of Providence.
- in the second, any persons previously accepted to the Corporation who are not members at the time of admission and who are not returning from a leave of absence from residency in the city of Providence.
- in the third, all others applying for admission to the Corporation.

Persons in each category shall be admitted to the Corporation in turn until the carrying capacity of BACH is met. In the case that the admission of one category exceeds the total carrying capacity of BACH, the Member Services/Housing Coordinators shall hold a lottery to determine who shall be admitted, and no further categories shall thereafter be admitted.

### *iii. Lottery Procedures*

In the event that a lottery is held to determine who in the third category shall be admitted, the following policies shall be followed:

- a) all those who have without success applied for admission to the Corporation previously shall be entered in that lottery an additional time for each previous attempt. In addition, food cooperators shall have their names entered once for each full term (not summer) in which they have food cooperated, and once if they are food cooperating in the term in which the lottery is held. No person shall be said to have applied unsuccessfully if that person was accepted by the Corporation prior to the first day of the next term and declined admission for some reason not related to leave of absence from residency in the city of Providence.
- b) the lottery shall preferably be held prior to the Brown's housing lottery.
- c) once the Member Services/Housing Coordinators have generated a list of prospective members, the Board shall organize a corporation meeting in order to determine additional lottery policies. This may include, but is not limited to, decisions concerning a random lottery versus one weighted with respect to gender, race or other factors. Such policies shall be carefully considered and determined based on the lottery group for that given term only, keeping in mind that the weighting of the lottery is a serious matter. These policies shall be applied only to the term in question. At this meeting, a quorum shall be constituted by the presence of two-thirds of the members of the corporation. The decision making procedure shall be the same as all other house and corporation meetings. Prospective members shall be encouraged to attend this meeting and contribute to the discussion, but voting rights are restricted to members of the corporation.
- d) The Board of Directors, under the guidance of the corporation, will have the power to declare clause c) of the lottery policies inapplicable in any given semester.

### *e. Roommate Pairs*

If two persons desire admission as a roommate pair, they shall be treated by the Member Services/Housing Coordinators as one person entered twice in any lottery, and they shall be counted as two people for purposes of filling the carrying capacity of BACH. If they are eligible for admission in the same category, then they shall be considered to be in the highest-order category for which they are both eligible; but if they are not, then they shall be considered to be in the lower-ordered of the two categories for which they are separately eligible. In the event that a lottery is held within the category in which the pair is considered, and the lottery falls in such a way that the pair is selected when one space remains in the carrying capacity of BACH, then the pair may choose to forfeit their lottery position and enter the wait list, as defined below; or to split, in which case one member of the pair shall be admitted and one shall enter the wait list. If a person wishes to become the roommate of a member of BACH, that person shall be entered twice into the highest category for which s/he as an individual is eligible.

### *f. Wait List*

In the event that there remain persons desiring admission to the Corporation after the carrying capacity has been filled, the Member Services/Housing Coordinators shall form a wait list, and all remaining applicants shall be placed on the list by category, with the order of persons within each category being determined by lottery. Upon occurrence of vacancies in the Corporation, persons on the wait list shall be accepted in the order in which they were entered.

### *g. House Assignments*

Admission is to the Corporation. House assignments shall be worked out in a meeting of returning members prior to the end of the term for the next consecutive term, and then in a separate meeting of new members with the Member Services/Housing Coordinator, where assignments can be made on the basis of evident or stated need, lottery ordering, random or casual choosing, or however they feel is most fair. Any changes in house composition between terms will prompt a meeting at the beginning of the term to decide the remaining room assignments.

In the interest of smooth integration of new members, member education and optimal functioning of the houses, it is *strongly* suggested, whenever possible, that there be at least two new BACH members and two old BACH members in each house. This suggestion should be taken into consideration during discussion of house assignments.

### *h. Final Membership*

All members, previous and newly admitted, shall execute an occupancy agreement for each term of membership, and shall pay a non-refundable downpayment of an amount which shall be specified by the Board and which shall be due on a date specified thereby. The Occupancy Agreement must be received by the appropriate Housing Coordinator

within one week of residence, or membership will be terminated. Furthermore, all members must meet with the Housing Coordinator or Treasurer prior to the beginning of the term in question to draft a payment plan and discuss the method, amount, and frequency of rent payments throughout the term. Members failing to set up a payment plan or pay rent in full within the first two weeks of the term shall be required to come to a meeting of the Board of Directors to address their financial situation.

### ***Section 3. Early Withdrawal***

#### ***a. Carrying Charges***

Any member of the Corporation (BACH) who withdraws from a house after the first day of the term shall remain liable for the carrying charges (rent) of the corporation for one month following the date the member officially moves out. S/he may satisfy this requirement in one of two ways:

##### ***i. Full payment of all charges***

***ii.*** With the help of the Member Services/Housing Coordinators, finding a replacement to join the Corporation who is acceptable to a majority of the house with the vacancy and the Board of Directors. The new member will not be entitled to the benefits of the old member including room selection priority, or others.

#### ***b. Refund of Charges***

If a replacement is found after payment has been made by the person withdrawn, the downpayment shall not be refunded to the person withdrawn; any carrying charges (rent) collected in addition to a downpayment shall be refunded on a prorated schedule to account for any time that the person withdrawn lived in BACH.

#### ***c. Exceptions***

The Board of Directors will have the power to declare this section inapplicable in any specific case which may arise.

#### ***d. Occupancy Agreements***

Clauses a. and b. of this section shall be included as an article in all occupancy agreements.

### ***Section 4. Significant Others***

Upon the approval of the house concerned, a member of the Corporation may share his or her allocated space with a significant other. The member shall continue to receive benefits such as room selection priority at the same rate as all other members, but the significant other shall not be considered a member of the Corporation and shall not receive these benefits. The significant other shall pay a carrying charge as specified by the Board of Directors. Significant others are strongly encouraged to be food co-ops.

### ***Section 5. Term of Summer Occupancy***

The term of summer occupancy shall be from June 1st to August 31st.

## **Article IV: Operation of Houses**

### ***Section 1: Membership of Houses***

The membership of each house shall be comprised of the residents and food cooperators therein.

### ***Section 2: Meetings***

#### ***a. Frequency of Meetings***

There shall be a meeting of the members of each house within three days of the beginning of each term to determine the method of operation of the house and select a house treasurer and the house's members of the Corporation Board of Directors. At this meeting all members who have not yet done so shall sign an occupancy agreement for the term. The members of each house should meet at regular intervals or as often as necessary thereafter to insure smooth operation of the house.

#### ***b. Decision Making***

At all meetings a quorum shall be constituted by the presence of two-thirds of the members of the house. It is suggested that wherever possible, decisions are reached by discussion and consensus. If the members of the house feel unable to reach consensus, for example, if the house has not made a decision after discussion at two consecutive house meetings, decisions shall be reached by a simple majority, with each member having one vote. Reasonable notice of all meetings shall be given to all members.

### ***Section 3: Relationship to Corporation***

The Corporation is responsible for the success of all the cooperative houses that are set up under its auspices. The Corporation, through the Board of Directors, has the obligation to set down those policies and guidelines which are necessary for the realization and success of the cooperative units. The Corporation and Board of Directors shall have the right to intervene in the internal operation of a house when the house fails or is in imminent danger of failing to fulfill its financial, maintenance, or membership responsibilities, or in any other instance that such intervention is clearly necessary for the continued operation of the house. The units themselves, however, should have as much autonomy as possible in the direction of their internal affairs so that each house can develop an identity and flavor of

its own. No part of these bylaws shall be construed to limit or restrict, through any act of inclusion or omission, the scope or authority of the decision-making power of any house, except where explicitly stated herein.

#### **Section 4: House Offices**

##### *a. Required Offices*

Each house shall provide at least two Officers and an Auxiliary Officer of the Corporation. One of these Officers must be a Member Services/Housing Coordinator. Each house shall have a house treasurer, maintenance officer, and any other such offices as the house may deem necessary for the cleanliness, physical maintenance, and satisfactory operation of the house. It is recommended that officers shall have reduced in-house work responsibility, but each house shall have the right to decide the existence or extent of the reduction.

##### *b. How Chosen, How Removed*

The offices and responsibilities of each member of a house shall be selected by that house according to its needs and the consent of the member so selected. In the event that either house needs or member's consent may change, the responsibilities of that member shall be re-established according to the procedure for selection.

##### *c. Representation*

The Corporation Officers elected shall be responsible for reporting the actions of the Board at the next convened house meeting and shall be responsible for presenting concerns to the Board on behalf of the house.

##### *d. Treasurer*

The treasurer of each house shall have responsibility for collecting rent and food co-op money from their respective house. The BACH treasurer shall have responsibility for managing the finances of the corporation and submitting an annual budget.

##### *e. House Maintenance Officer*

The maintenance officer of each house shall sit on the Corporation Facilities Committee in addition to being a member of the house maintenance work crew.

#### **Section 5: Room Priority**

Although cooperative living entails a willingness to live with others and not be overly concerned with "getting a single", the problem of room priority has proved to be significant enough to warrant some consideration in the Bylaws. The priority system listed below should be considered a guideline rather than a mandate, (with the exception of the items mentioned at the bottom of this section, which shall be considered absolute rules.) However, if the house chooses not to follow this system, the alternate system shall be presented and agreed upon by the house members at the end of the previous term. If everyone can be made happy without resorting to priority, that is a highly preferable alternative. It is strongly discouraged for age to be used as a factor in determining rooming or priority. Once a term begins, if no previous arrangement has been made, and if the house members find themselves unable to work out a compromise through the consensus process, then the following guidelines should be considered as rules.

##### *a. The following things should be considered before the end of the previous term:*

i. If any alternative system is to be used by a house for the next semester, it should be voted on by the house in question before the end of the previous term.

ii. If any returning or incoming BACH member feels that she has a very legitimate reason to request an individual variation on room selection, such as requesting a single, she should consult with the housing coordinator and apply to the Board of Directors. The applicant should present herself to board (if possible), but should not be present for the deliberation process. The board should go into an executive session, and the decision should be made with consideration of the concerns and rights of those housemembers who did not apply for special consideration. The board may vote on whether or not to grant the applicant special treatment in the room selection process. This should only be granted if the applicant presents pressing and legitimate reasons why she should receive special consideration. No BACH member may apply for such a variation after the end of the previous term.

iii. Housemembers who are returning for the following term should discuss their room preferences amongst themselves or at a house meeting. This should be done by consensus. Those returning members with the most priority should be given first preference. BACH members not living in the coops at this point, but who are planning to return for the semester in question, must be invited to attend this meeting if possible. If this is not possible, the BACH member should be represented through a proxy.

iv. Incoming BACH members are strongly encouraged to discuss amongst themselves and with current BACH members their rooming preferences before the beginning of the term. Returning BACH members and incoming BACH members with priority should inform incoming BACH members with no priority which rooms are available.

##### *b. Calculating priority*

i. If the question of priority arises in the room selection process, members shall receive a priority number according to the following point system:

- Each house member shall receive four points for each complete term in BACH.

- Each house member shall receive two points for each term she was involved in a BACH food coop but not

living in either house.

- Each house member shall receive three points for each summer phe was living in one of the BACH houses.

- Each house member shall receive one point for each summer phe was involved in a BACH food coop but not living in either house.

-Former BACH members wishing to return to BACH after having spent time in Providence while not living in one of the coop houses shall receive half of the points they would have otherwise received. Furthermore, any housemember who moves in more than two weeks after the start of the term shall lose all priority in room selection, unless phe has proactively engaged with the housing coordinator and has communicated phe's rooming preferences through a proxy. Incoming BACH members with no previous involvement in BACH should discuss their rooming preferences with each other and with the house.

ii. In the case of a tie, priority shall be given to the person who has spent more terms living in BACH.

iii. If, after this, there is still a tie, priority shall go to individuals already residing in the house in question and individuals returning from living outside of Providence **over** individuals who are switching houses within BACH and individuals who are moving back into BACH from living in Providence. (Those who return from living outside of Providence and choose to live in a house other than the BACH house they lived in most recently before shall be considered to be switching houses.)

iv. If, after this, there is still a tie, a lottery system shall be used.

#### *c. Choosing rooms and squatting rights*

Priority should first be calculated to establish who can live in a double and who can live in a single. Once this has been established, all those who are to live in doubles are allowed to choose rooms before those who are to live in singles. Once all the doubles have been selected, those who are to live in singles may choose rooms according to the accepted priority system. BACH members living in doubles shall have squatting rights. BACH members living in singles have no squatting rights. Living in a single is a luxury, not a right, and it comes with the territory of living in a single that one may not be allowed to keep that single.

#### *d. Absolute rules*

While this system is considered a guideline, certain elements should be considered absolute rules. The following items are absolute rules:

i. That any incoming or returning BACH member has the right to appeal to board for a variation in room selection.

ii. That this variation must be requested before the end of the previous term.

iii. That any housemember who moves in more than two weeks after the start of the term shall lose all priority in room selection, unless phe has proactively engaged with the housing coordinator and has communicated phe's rooming preferences through a proxy.

iv. That BACH members moving from house to house shall be considered to have spent all of their BACH time in the house they are moving into, except in the case of a tie, in which case those already in the house shall have priority.

v. That individuals in doubles shall have squatters rights.

#### **Section 6: Summer Operation**

Each house shall operate during the summer. Summer residents need not be corporation members, though corporation members shall have priority in admissions and room selections. Admissions of summer residents and room selections in each house shall be determined by that house suitably in advance. The general operations of each house throughout the summer may be determined by the summer residents. However, the Board of Directors reserves the right to set the minimum number of residents desired in each unit, the carrying charges for residents, and any limitations or regulations on the use of corporation facilities it deems necessary, such as telephone facilities. Carrying charges shall be reduced for corporation members.

#### **Article V: Board of Directors**

##### **Section 1: Number and Composition**

A Board of Directors shall be constituted by a minimum of six offices: the corporate Coordinator, Treasurer, Secretary, Maintenance Coordinator, and two Member Services/Housing Coordinators. In the event the number of houses operated by the Corporation changes, the Board shall be restructured as necessary to grant each unit the right to equal representation.

##### **Section 2: Powers and Duties**

The Board shall have charge and control of all the affairs and transactions of the Corporation and shall provide general leadership and guidance for the houses. Specifically, but without limiting the generality of the foregoing, the Board shall have the following authority:

a. Setting general policy for the houses and the Corporation.

b. Establishing a monthly or yearly carrying charge provided for in the occupancy agreement based on an operation budget formally adopted by the Board and distributed to the members prior to any final decision.

- c. Establishing a per term usage fee for each food cooperator not a member of BACH, payable by the house's treasurer.
- d. Engaging such agents or employees for the management of the affairs of the Corporation as it is deemed necessary.
- e. Appointing such committees as it deems necessary.
- f. Exercising all powers conferred upon this Corporation by Chapter 6-7 of the General Laws of Rhode Island, 1956, as amended.

### ***Section 3: Vacancies***

Vacancies occurring in the Board of Directors shall be filled in the same manner as the original member was selected.

### ***Section 4: Meetings***

There shall be a meeting of the Board of Directors within seven days of the beginning of each term, and the Board shall meet at regular intervals or as often as necessary thereafter to insure smooth operation of the Corporation. Meetings shall be open to all members, and reasonable notice of all meetings shall be given to them. It is suggested that wherever possible decisions are reached by discussion and consensus. If a vote becomes necessary, decisions shall be reached by two thirds majority, with each Board member having one vote. Non-board corporation members present at board meetings may participate in all discussions, and may vote in all decisions, provided that the number of votes cast by members of any one house does not equal six, or the number of votes cast by members of all other houses combined, whichever is larger. Proxy votes may be cast only upon approval of the Board. In such case as an executive session is necessary, each corporation member with a Board job shall have one vote. BACH members and food co-operators not on the Board of Directors may only vote in executive sessions if they have attended no less than three prior meetings of the Board of Directors during the term in question.

### ***Section 5: Standing Committees***

#### ***a. Designation and Responsibilities***

The Finance, Facilities, and BACH Services Committees shall be considered Standing Committees and are expected to meet regularly. All meetings of Standing Committees shall be open to all members, and reasonable notice of all meetings shall be given to them. They shall be responsible for the taking and posting of minutes and reporting their findings to the Board. Standing Committees shall obtain permission from the Board before taking any significant actions which differ from current policy.

#### ***c. Finance Committee***

The Finance Committee shall consist of the corporate and house Treasurers. The corporate Treasurer shall be the chair of the Committee. The Committee shall be responsible for proposing an annual budget to the Board, preparing financial reports to the Board of Directors at regular intervals, researching and discussing financial strategies and long-term plans, and communication among the financial officers of the Corporation and Houses. Each member of the Committee shall be responsible for the collection of carrying charges owed by members of one house.

#### ***d. Facilities Committee***

The Facilities Committee shall consist of the Maintenance Coordinator, and all House Maintenance Officers. The Maintenance Coordinator shall be the chair of the Committee. The Committee shall be responsible for communication and coordination of maintenance, fire safety, and improvement projects between the houses, education and training of maintenance work crews, and prioritizing improvements. At the beginning of each semester, the Committee shall report to the Board an evaluation of the current physical state of the houses and upcoming necessary and desired projects.

#### ***e. BACH Services Committee***

The BACH Services Committee shall consist of the Member Services/Housing Coordinators. The Committee shall be responsible for communication and coordination of educational and informational materials, assisting with admissions lotteries and house selection, and running training and educational sessions. At the beginning of each year, the Committee shall report to the Board a timeline of the admissions process. They shall also report the membership of BACH to the Residential Life Office at Brown University by dates specified by that office.

### ***Section 6: Summer Operation***

In the Spring term the Board shall adopt an operations plan for the following Summer Session. Ideally there should be enough Officers from the Spring term who remain active during the Summer Session. There shall be a Summer Board which shall consist of at least two members from each house as determined by the Board of Directors of the Spring term. Unless given specific authority by the Board, the Summer Board shall only have authority over the daily operations of the corporation and to address matters necessary to keep the corporation afloat.

## **Article VI: Officers**

### ***Section 1: Designation***

The Officers of the Corporation shall be a Coordinator, a Treasurer, a Secretary, a Maintenance Coordinator, and two Member Services/Housing Coordinators. In addition, the Auxiliary Officers of the Corporation shall be two Bookkeepers, and any other Auxiliary Officer established by the Board in accordance with Article VI, Section 5.

### ***Section 2: Election of Officers***

In the Spring term, the Corporation shall elect the Coordinator for the following year at the Corporation meeting of that term. In the event that a Coordinator steps down from the position, the Board shall appoint a new BACH Coordinator until an election can be held at the consecutive term's Corporation meeting. After the completion of the Admissions process in the Spring, the expected Fall term membership of each house shall meet to elect its Corporate Officers and Auxiliary Officers. Conversely, officers may be elected or appointed at the first house meeting of each house during the discussion of house jobs. The elected Corporate Officers shall decide specific positions amongst themselves and the Auxiliary Officers shall decide specific positions amongst themselves. Officers are encouraged to serve through both fall and spring terms, but new officers shall be elected or appointed as needed mid-year using the procedure outlined above.

### ***Section 3: Removal of Officers***

Upon an affirmative vote of a majority of the members of the Board of Directors, any Officer may be removed and her/ his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

### ***Section 4: Corporate Officers***

#### ***a. Coordinator***

The Coordinator shall be the overseer of the operations of the Corporation: represent the Corporation to the public and carry out any communications or negotiations with agencies, bodies or organizations as may be necessary. In addition, s/he will be responsible for carrying out any expansion plans for the addition of more houses, or any major renovation or repair work which is desired by the houses. The Coordinator should ideally be someone with experience in cooperative living and the functioning of the Corporation.

#### ***b. Treasurer***

The Treasurer shall maintain an overall budget and record for the Corporation as a whole. In cooperation with the Finance Committee, the Treasurer should prepare the annual budget statement and proposed budget for the next year. S/he shall be responsible for the training and education of the bookkeepers, debt collector, and house treasurers. The treasurer should ideally be someone with experience in bookkeeping or record keeping.

#### ***c. Secretary***

The Secretary shall keep the minutes of the meetings of the Corporation and the Board of Directors and shall have custody of the seal of the Corporation, the minute book, the policy book, and such other records and documents as may be placed in his/her custody. The Secretary should ensure that such documents are accessible to all members of the Corporation and that they are successfully transferred from one Board of Directors to the next. The Secretary shall update the bylaws with any amendments passed by the Corporation at each term's Corporation meeting and make the updated copy accessible to all Corporation members.

#### ***d. Maintenance Coordinator***

The Maintenance Coordinator shall be responsible for ensuring the completion of necessary and preventative maintenance and improvement projects. S/he shall be responsible for overseeing the training and education of the house maintenance work crews and the Maintenance Planner. S/he shall plan workdays with the house maintenance work crews, which shall take place once per month on a weekend day, and which shall serve to allow BACH members to fulfill their BACH hours.

#### ***e. Member Services / Housing Coordinators***

The Member Services / Housing Coordinators shall have the responsibility of overseeing the admissions process and maintaining lists of BACH's membership. The Member Services / Housing Coordinators shall also be responsible for the education and training of members on cooperative living. They shall oversee the development of educational and training materials, inter-house communications, publicity, and the distribution of keys. There shall be one Member Services/Housing Coordinator from each house.

#### ***f. Projects Coordinator***

The goal of the Projects Coordinator position is to provide an opportunity for significant time to be spent on special matters not normally addressed in the daily operations of the corporation with a particular emphasis on organizational documents. At the beginning of the year, the Projects Coordinator shall present to the Board a list of achievable goals for the year.

### ***Section 5: Auxiliary Officers***

#### ***a. Bookkeepers***

The two Bookkeepers shall be responsible with the Treasurer for maintaining the books and accounts of the finances of the Corporation.

*b. Other Auxiliary Officers*

The Board may create and elect other Auxiliary Officers as it deems necessary.

**Section 6: Past Officers**

Due to a decrease in the size of the corporation, these offices were removed from the Board of Directors. However, their job descriptions remain in the By-Laws as a guideline for future restructuring.

*i. Board Officers*

*a. Maintenance Planner*

The Maintenance Planner shall be responsible for the identification of long-term maintenance and improvements needs of the houses.

*ii. Auxiliary Officers*

*a. Debt Collector*

The Debt Collector shall be responsible for the collection of moneys owed to BACH by former members of the organization.

*b. Alumni Relations Coordinator*

The Alumni Relations Coordinator shall be responsible for the upkeep of records concerning alumni of BACH. S/he shall be responsible for the production of a newsletter directed towards the current membership and one for alumni of BACH.

**Section 7 : Vacancies**

Vacancies in any of the Officers of the Corporation shall be filled by the Board of Directors at any regular or special meeting through solicitation at each house's regularly scheduled house meeting.

**Article VII: Fiscal Management**

**Section 1: Fiscal Year**

The fiscal year of the Corporation shall begin on the first of September of each year. It shall be further divided into two terms which shall consist of fall term from September 1st to January 14th, Spring term from January 15th to May 31st, and a summer session. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors should corporate practice subsequently dictate.

**Section 2: Books and Accounts**

Books and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation.

**Section 3: Auditing**

At the close of each fiscal year, the books and accounts of the Corporation shall be audited, if required by State or Federal law, by a certified public accountant or any other person acceptable to the aforementioned parties. Based on such reports, the Corporation shall furnish its members with an annual financial statement including the income and disbursement of the Corporation.

**Section 4: Execution of Corporate Documents**

With the prior authorization of the Board of Directors, all notes and contracts, including occupancy agreements, shall be executed on behalf of the Corporation by any of the Officers. Checks drawn on corporate funds shall be signed and checks made payable to the Corporation shall be endorsed in the same manner. Despite the provisions of these By-Laws, the Board of Directors may designate any officer or officers of the Corporation to perform any act and to execute any papers or instruments in the name and on behalf of the Corporation.

**Section 5: Return of Surplus**

If it is felt that there is a surplus of funds at the end of any semester, the board shall have the power to authorize an equal distribution of the surplus among all BACH members (those presently living in the houses). The amount of money considered surplus shall not exceed the corporate income minus the corporate expenditures for the given semester.

**Section 6: Loans to Organizations**

The Board shall have the power to authorize loans to other worthy organizations in need of financial assistance. All loans shall be arranged with the help of a lawyer and with the following considerations in mind: the financial risks for BACH, the reliability of the borrowing organization, provisions for payment in the event of bankruptcy of the organization, a method of handling default of payment, the overall worthiness of the organization, the importance of a BACH loan to the organization with respect to other channels for economic assistance, ties between BACH members and the organization, and benefits BACH would receive from the organization in the event of a loan. While a loan is a very serious matter that should be considered with great caution, it should be kept in mind that BACH is

in a position to effect social change through its financial resources. Through such responsible community behavior BACH would be able to broaden its base of local support and provide its members with opportunities for involvement in worthwhile community projects.

#### **Section 7: Financial Assistance to Members**

##### **a. Loans**

In exceptional cases of corporation members of limited financial resources, the Board shall have the power to execute a loan to go towards the payment of carrying charges and/or house dues. In order for such a loan to be approved, the individual must present his/her case to the Board at or before the beginning of the semester or at the time s/he is accepted into the Corporation. As in the case of loans to organizations, these loans shall carefully stipulate method of payment and recourse for default of payment.

##### **b. Financial Grants**

In exceptional cases of corporation members of limited financial resources for whom even a loan is unfeasible, the Board shall have the power to execute a plan of financial aid to go towards partial payment of carrying charges and/or house dues. Such a plan shall not require the corporation member to repay the amount granted to him/her. At the beginning of the semester, the treasury shall determine the amount of money available for grants and set a deadline for requests. This date must be prior to the date of rent collection. The Board shall appoint a financial officer who shall collect cases and bring them to the Board for consideration and approval. No requests shall be accepted after the deadline. As in the case of loans to members, these grants shall carefully stipulate amount granted and any limitations on that grant. Since loans to members are available, financial grants should be applied only under very dire circumstances, determined at the discretion of the Board in cooperation with the member in question. However, both options should be made known to prospective members who might otherwise decline membership because of limited financial resources.

#### **Section 8: Educational Endowment**

An Endowment may be created for the following purposes:

- a. The interest from the fund shall be dedicated to education about cooperatives and cooperative ideas, for current and past members and for the Brown and Providence communities. (This includes, but is not limited to, the costs of the alumni newsletter, new member orientation and cooperative education workshops.)
- b. The principal of the fund may be used as collateral if and when BACH approaches outside sources of credit.
- c. In times of crisis, as determined in a meeting of the Corporation, the principal may be spent, but BACH must then repay the principal from its operating expenses as soon as it is able to raise the funds without endangering its long-term viability. The crisis period may be ended by either the Board of Directors or the Corporation and the existence of the crisis must be reviewed at every Corporation meeting in its duration.

The fund shall be invested in a socially responsible manner by the Board of Directors under the direction of the Corporation.

### **Article VIII: Removal of Members**

#### **Section 1: Procedure**

In the case of an individual who proves to be unwilling to abide by the minimal requirements of participation in a cooperative household, membership in the Corporation may be terminated according to the following procedure:

- a. If, at the termly "membership review" a member is found to have forfeited their "good job standing" in the Corporation, his/her membership in the Corporation will be terminated automatically, though he/she shall have the right to appeal to the Board of Directors.
- b. If, at the termly "membership review" a member is found to have forfeited their "good financial standing" in the Corporation, his/her membership in the Corporation will be terminated automatically, though he/shall have the right to appeal to the Board of Directors.
- (c. In the extraordinary case that an individual must be removed from the house mid-term or before the termly membership review, the Board of Directors will pursue eviction policies and temporarily provide alternative accommodations so that that member may be immediately removed from the house in which the incident occurred. The invocation of this clause and subsequent removal procedure shall be limited to situations described in the Serious Offense Policy adopted by the Corporation in 1992. Removal from the Corporation in this way will require a 4/5 majority vote of members of the Corporation and shall follow the procedures outlined in the Serious Offense Policy.)

#### **Section 2: Membership Review**

Every Corporation member seeking to live in one of the two properties for a consecutive term shall be evaluated in a termly "membership review" in which the Board of Directors shall review their "job standing" and their "financial standing" based on their behavior in the term in which the membership review takes place. If a member is found to be delinquent in either of those two categories, his/her request to renew his/her contract for a consecutive or nonconsecutive term shall be denied. He/she may appeal this decision at one of the routine meetings of the Board of Directors. Individuals asked to leave in this manner must appeal to the Board of Directors before being invited to pursue membership in the Corporation at any date in the future.

**Section 3: "Good Job Standing"**

"Good job standing" shall mean that a member has maintained his/her labor commitments to the house throughout the term in question and has shown a good faith effort to work with the Accountability Coordinators, Chaplains (if necessary), and the Board of Directors to address any "no shows." If a member finds it difficult to fulfill his/her labor obligations as defined in the Housing Contract and in regular house meetings, he/she must work with the appropriate Accountability Coordinator (or a Chaplain if preferred) to make up missed hours and "no shows." If, after working with the Accountability Coordinators and/or Chaplains through the established labor accountability process, a member is referred to the Board of Directors twice in one term for reasons of labor negligence, that member shall therein automatically have forfeited "good job standing," at which point any requests for renewed membership will be denied.

**Section 4: "Good Financial Standing"**

"Good financial standing" shall mean that a member has maintained his/her financial commitments to the house throughout the term in question and has shown a good faith effort to work with the Treasurers, Chaplains (if necessary), and the Board of Directors to address any financial difficulties. If a member finds it difficult or impossible to stick to a payment plan initially created prior to becoming a BACH member, he/she may work with the appropriate Treasurer to develop an alternate plan that is suitable to both parties. If rent is not paid and a payment plan is not established within two weeks of the start of the term, house member shall be required to come before the Board of Directors to address their financial situation and provide proof that they are financially stable by producing bank or payroll statements. If a member continues to work with the treasurer and Board of Directors on this issue, their "good financial standing" shall be maintained, as long as they owe not more than one half of the terms carrying charges at the time of membership review. If a member does not work with the treasurer, fails to make their financial case before the Board of Directors when requested, has an outstanding debt of half the term's carrying charges or more, or otherwise shows an unwillingness to remain financially accountable to the Corporation, he/she shall therein automatically be considered "financially delinquent" and will have forfeited "good financial standing," at which point any requests for renewed membership will be denied.

**Section 5: Financial Delinquency**

If a member is found to have forfeited "good financial standing," he/she shall be considered "financially delinquent." Members determined to be "financially delinquent" must receive the explicit approval of the Board of Directors before they will be permitted access to membership in the Corporation at any point in the future. Furthermore, the Corporation reserves the right to enlist the help of debt collecting agencies to deal with "financially delinquent" members and all other members and alumni with outstanding debts to the Corporation.

**Section 6: Occupancy Agreement**

The conditions for removal of members shall be included in the occupancy agreements to be signed by all members at the beginning of each semester.

**Article IX: Amendments**

These By-Laws may be amended by the affirmative vote of the majority of the entire regular membership of record at any regular or special meeting. Amendments may be proposed by the Board of Directors, by any petition signed by at least twenty percent of the members or the majority vote of any coop unit. A statement of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment is voted upon. An amendment that has not been proposed and posted as stated above, may be voted on at a full corporation meeting if it is acceptable for discussion by a two thirds vote of those present.

**Article X: Seal**

There shall be a seal upon which shall be inscribed the following:

Brown Association for Cooperative Housing  
Incorporated 1970  
Rhode Island.