

# Bylaws

Bylaws of Marquette Climbers' Co-Op

**Purpose:**

## Membership

### 1.1 Membership in Marquette Climbers' Co-Op

Any person who resides in a house operated by Marquette Climbers' Co-Op must sign a membership agreement and shall be considered a member of the Co-Op.

### 1.2 Admitting New Members

1.2.1 The Board of Directors shall establish regulations and procedures for admitting new members and for terminating membership.

1.2.2 Such regulations and procedures shall forbid discrimination on the basis of race, color, sex, gender identity, age, religion, physical or mental disability, national origin, ancestry, sexual orientation, marital status, order of protection status, parental status, military status, source of income, military discharge status or housing status.

1.2.3 Such regulations and procedures must ensure that Marquette Climbers' Co-Op continues to provide affordable housing and to qualify as a tax-exempt organization according to the rules of the IRS or successor governmental agencies.

1.2.4 Each member must pay an initial membership deposit, the amount of which shall be determined by the Board of Directors, and a NASCO membership fee, the amount of which shall be determined by NASCO.

### 1.3 Termination of Membership

1.3.1 The Board of Directors may terminate, or provide procedures for the termination of any member who violates the provisions of his/her contract.

1.3.2 The Board reserves the sole power to terminate contracts. Termination must pass by 2/3 Board approval.

1.3.3 Termination procedures may be initiated under one or more of the following circumstances:

1. Recommendation of Board or Finance Coordinator upon the member's failure to uphold provisions of his/her contract or payment plan.

2. Request by the member for early contract termination.

1.3.4 The Board may facilitate a hearing in order to process a request for the termination of a member.

## **Business and Finance**

### **2.1 Powers of Governance**

The business and financial affairs of this corporation shall be managed by a Board of Directors (hereafter referred to as “the Board”). The actions of the Board, Articles of Incorporation, Board Policies, and Marquette Climbers’ Co-Op Bylaws shall be binding for all members of the corporation.

### **2.2 Fiscal Year**

2.2.1 The fiscal year of the corporation shall begin on the first day of September and end on the last day of August of the succeeding year.

2.2.2 An operating budget for the succeeding fiscal year shall be approved by the Board by the last meeting in August of the current year

### **2.3 Open Books**

All records and communication of the organization may be examined by any member of the Marquette Climbers’ Co-Op and/or his/her agent or attorney.

### **2.4 Bonding**

The Board members and any other members who have charge of money on behalf of the Marquette Climbers’ Co-Op may be bonded, the amount of which will be determined by the Board.

### **2.5 No compensation by others**

No member acting as an agent of the Marquette Climbers’ Co-Op shall accept payments from any other organization for the performance of his/her duties, except with the express consent of the Board.

### **2.6 Check Signers**

The Treasurer and the President shall be check signers for the Marquette Climbers’ Co-Op finances. The Accountant may be allowed to serve as a check signer if deemed necessary by the Board.

## **Board of Directors**

### **3.1 Membership of the Board**

The Board shall be composed of nine House Officers, elected for one-year terms. If necessary, an officer may be appointed to a position for a single semester, but they will be considered an “interim” officer.

### **3.2 Powers of the Board**

The Board may administer the affairs of the Marquette Climbers' Co-Op, and exercise all powers of the organization, except those reserved to the members, as given under the laws of the State of Michigan and the Articles of Incorporation.

### **3.3 Specific Powers of the Board**

The Board shall have sole power to:

- 3.3.1 Authorize the purchase, sale, mortgage, transfer, or acceptance of real property of behalf of the corporation;
- 3.3.2 Accept gifts;
- 3.3.3 Borrow money and issue promissory notes or bonds of the corporation for the repayment thereof, and the mortgage, pledge, or otherwise grant security interests in any and all property of the corporation;
- 3.3.4 To purchase or sell personal property incident to the purchase or sale of any real property;
- 3.3.5 To control and administer any funds which the Board may establish;
- 3.3.6 To authorize the purchase of personal property or enter into any contract in the name of the corporation for the administration of the corporation;
- 3.3.7 To authorize the assessment of all members to meet the estimated expenses involved in managing the corporation.
- 3.3.8 To appoint representatives of the Marquette Climbers' Co-Op to other organizations, of which the Marquette Climbers' Co-Op is a member.

### **3.4 Other powers of the Board**

The Board shall also have the power to:

- 3.4.1 Set up committees, direct their activities, and appoint chairpersons to them;
- 3.4.2 Arbitrate disputes between members;
- 3.4.3 Interpret the Articles of Incorporation and these By-Laws

### **3.5 In the Event of Dissolution**

3.5.1 The Board shall, in the event of dissolution of the corporation, supervise the distribution of the remaining assets of the organization according to the Articles of Incorporation and shall have the power to appoint new Directors of the Board as vacancies arise.

3.5.2 Voluntary dissolution shall require approval of at least three-quarters of the membership in good standing.

3.5.3 No assets shall accrue to, or be distributed among members, to a university, or to any other institution of higher education. All assets shall be divide and distributed to 501(c)(3) tax exempt organizations, exempt within 501(c)(3) successor legislation as in the judgment of a court, with the following suggestions:

1. Assets of the organization shall be given to NASCO;
2. If not NASCO, then the assets of the corporation shall be given to an organization that applies the principles of cooperation.

### **3.6 Board Meetings**

Regular meetings of the Board shall be open to all members of the Marquette community. Regular meetings shall be held at a time and place to be determined by the Board at the first Board meeting of the fiscal year, and shall be publicly advertised. Quorum for Board meetings shall be a simple majority of the Board Membership.

### **3.7 Special Meetings**

The Board Chair may call a special meeting of the Board and shall do so whenever requested by a majority of the Directors, or by two-thirds of the membership. Two-thirds of the Directors in office shall constitute a quorum required for the transaction of business. Any motion proposed at this meeting must pass with a two-thirds majority vote.

### **3.8 Procedures of the Board**

The Board may establish rules to govern its affairs, such as meetings procedures and voting systems, and may establish rules to govern the administration of the corporation as a whole.

### **3.9 Removal of Directors**

3.9.1 If a member of the Board feels that a fellow Board member is not upholding the requirements of his/her position satisfactorily, he/she may make a proposal at any time for the impeachment of the fellow Board member. Such a proposal for impeachment may take place at any time of the year.

3.9.2 The Board member making the proposal shall present his/her case to the Board at a Board meeting, making his/her argument for the impeachment.

3.9.3 The proposal will be discussed, and then tabled until the next meeting in order to allow the member up for impeachment, as well as the rest of the Board to prepare comments.

3.9.4 At the next meeting, the member up for impeachment shall have the opportunity to make comments in his/her defense, after which the proposal shall be brought to a vote. A two-thirds vote from the Board is required to impeach any Board member.

## **Officers and Their Duties**

### **4.1 Officers**

The Board shall elect from among its members the following officers:

4.1.1 The President, who shall coordinate the activities of the Board; shall serve as the chief executive of the organization, having general supervision of all affairs and authority to act on behalf of the corporation; and shall have custody of the Marquette Climbers' Co-Op funds. The president will be responsible for facilitating positive group dynamics in the house and directing behavior toward group outcomes

4.1.2 The treasurer, along with the accountant, will have general supervision of all financial affairs of the Marquette Climbers' Co-Op; and shall have custody of Climbers' Co-Op funds.

The treasurer is responsible for collecting money and making payments. They work closely with the accountant to communicate finance information to the house members. The treasurer works with the house to determine and maintain a financial plan (short and long term) that follows the house mission.

4.1.3 The accountant, along with the treasurer, will have general supervision of all financial affairs of the Marquette Climbers' Co-Op; and shall have custody of Climbers' Co-Op funds. The accountant will be responsible for keeping records of house finances and tracking expenses. They work closely with the treasurer to create and follow a financial plan (short and long term)

4.1.4 The secretary will be in charge of keeping records of non-financial house activities (including house meetings). The secretary will communicate important information to house members.

4.1.5 The maintenance officer will direct all necessary repairs and maintains excellent living conditions at the co-op. They should have a commitment to improving sustainability in the design of the house and engaging others in maintenance projects

4.1.6 The new project manager will be responsible for coordinating the planning and implementation of new projects around the house. They will involve all house members in new house projects and oversee the completion of these projects.

4.1.7 The grounds person will be responsible for maintaining the garden and greenhouse/cold frame. During the winter months, they will be responsible for maintaining indoor plants, preparing future growing operations, and snow removal.

4.1.8 The community outreach officer will be responsible for representing the co-op in the Marquette community and for incorporating the community into house activities. The community outreach officer may be designated to represent the Marquette Climbers' Co-Op as a member of various organizations or at community functions. They shall serve as the president in the president's absence.

4.1.9 The chore manager will be responsible for (randomly) assigning chores each week and evaluating their completion.

### **4.3 Annual Reports**

All officers shall present reports to the Board prior to the end of the semester. These reports shall be compiled and made available to the membership.

### **4.3 Elections of Coordinators**

4.3.1 Elections shall be held for all coordinator positions during the first Board meeting of the semester and for individual positions whenever a vacancy occurs.

4.3.2 If there are at least nine house members, no one person may hold more than one officer position on the Board at a time. If there are less than nine house members, the following positions will be available (note the positions that are combined):

8 residents: president, treasurer, accountant, maintenance officer, new project officer, grounds person, community outreach officer, secretary/chore manager

7 residents: president, treasurer, accountant, maintenance officer, new project officer, grounds person/community outreach officer, secretary/chore manager

6 residents: president, treasurer, accountant, maintenance officer/new project officer, grounds person/community outreach officer, secretary/chore manager

5 residents: president, treasurer/accountant, maintenance officer/new project officer, grounds person/community outreach officer, secretary/chore manager

4.3.3 All coordinators of the Board shall be members of the Marquette Climbers' Co-Op in good standing

4.3.4 Each person wishing to be a officer of the Board shall inform the Board of their intent 72 hours prior to the election.

4.3.4 At the election, proceeding in the order of officer positions in Section 4.2 of these Bylaws, each candidate for the position shall have the opportunity to speak on their own behalf; then all candidates for the position will leave the meeting and the remaining board members will vote.

4.3.5 The terms of the newly elected officers begin at the conclusion of all elections.

4.3.6 The results of the elections shall be made available to all members.

## **Amendment of the Bylaws**

### **5.1 Ratification**

A proposed Amendment to the Bylaws must be approved by a unanimous vote of all house members in order to be ratified.

### **5.2 Documentation**

Once an Amendment has been ratified, the Secretary shall create new official print and electronic copies of the Bylaws to reflect the Amendments. The Secretary shall keep old versions of the Bylaws for historical reference.