

BYLAWS OF The Marquette Housing Cooperative

ARTICLE I - Name & Purpose

Section 1 - Name: The name of the organization shall be The Marquette Housing Cooperative. It shall be a nonprofit organization incorporated under the laws of the State of Michigan.

Section 2 - Purpose: To empower individuals to implement and teach conscientious living practices by creating a working model of a sustainable community.

ARTICLE II - Membership

Section 1 - Eligibility for Full Membership: Full Membership is limited to individuals 18 years of age or older who reside in the residential property operated by The Marquette Housing Cooperative. Only persons accepted for Membership may reside in property operated by The Marquette Housing Cooperative. Full Membership holders are hereafter referred to as Members.

Eligibility for Community Membership: Community Membership is limited to individuals who are actively involved in The Marquette Housing Cooperative, and have expressed interest and dedication to the Cooperative. Active involvement is defined as attending three or more MHC events in one term, requesting community membership status from the Board of Directors, and their approval. Community Membership holders are hereafter referred to as Community Members.

Section 2 - Equity: Membership is contingent on a payment of a membershare to The Marquette Housing Cooperative. The membershare amount shall be \$100. The membershare is refundable once a person leaves membership at the discretion of the Board of Directors.

Section 3 - Rights of members: Each Member & Community Member is entitled to equal participation in the democratic processes of the Cooperative, as defined in these bylaws and policies of the Cooperative. Each Member & Community Member may cast one vote in decision of the membership and at Meetings of Members.

Section 4 - Responsibilities: Members & Community Members must comply with all policies and rules of the Cooperative. Members & Community Members must remain current on all

financial and contractual obligations to the Cooperative, including service requirements and attendance of meetings as may be required.

Section 5 - Termination: An individual's membership may only be terminated by a two-thirds vote of the Board of Directors. An individual's membership may be terminated for violation of their membership or lease agreement. Community membership expires after 1 year of inactivity.

ARTICLE III - Meetings of Members

Section 1 - Open Membership Meetings: Open Membership Meetings shall be held once per week on a date and time fixed by the Secretary. At the open membership meetings, Community Members and Members shall receive reports on the activities of the Cooperative, and deliberate on any business matters brought before the meeting. Voting on business may take place (see ARTICLE IV).

Section 2 - Closed Membership Meetings: Closed Membership Meetings shall be called by any Member of the Board of Directors. Only Members may be present. Voting on business may take place.

Section 3 - Triannual membership meetings: Triannual Membership Meeting is commonly known as The New Member Meeting. This meeting is held as the first gathering of the trimester in place of an Open Membership Meeting.

ARTICLE IV - Voting

Section 1 - Voting on business: A referenda must be called in person or through other means of voting in order for a vote to be conducted. A Member shall propose referenda, and it shall be seconded by another Member prior to going to vote. The referenda must pass with a $\frac{2}{3}$ affirmative vote, with the quorum present. Quorum is defined as $\frac{3}{4}$ of Members.

Section 2 - Other means of voting: Online (email, group chat, etc.) voting may take place in the event of a Member's predetermined absence at a Member Meeting.

ARTICLE V - Board of Directors

Section 1 - Board composition: Four Directors shall be elected at each Triannual Membership Meeting from among the Members of the Cooperative, for terms of one academic semester of

Northern Michigan University, or approximately 4 months lasting until the conclusion of the successive Triannual Membership Meeting. The Board of Directors may appoint up to three additional “outside” Directors, including Community Members, not necessarily from the membership, for the same term aforementioned. The Board of Directors may have no fewer than three and no more than eight members.

Section 2 - Terms: All Board members shall serve for terms of one academic semester of Northern Michigan University, or approximately 4 months, but are eligible for reelection or re-appointment indefinitely.

Section 3 - Meetings and notice: Once the current Members exceeds 10, there shall be regular, monthly meetings of the Board of Directors.

Section 4 - Officers and duties: There shall be four officers of the Board, consisting of a President, Vice President, Treasurer, and Secretary.

- The President shall convene regularly scheduled Board meetings, and shall facilitate or arrange for another Member to facilitate the meeting.
- The Vice President shall serve as the President in the President’s absence. The Vice President shall be responsible for maintaining up to date written knowledge of institutional memory.
- The Treasurer shall make a report at each Board meeting. The Treasurer shall assist in the preparation of the budget, help to develop developmental plans and make financial information available to Board Members and the public.
- The Secretary shall be responsible for keeping records of Boards actions, including overseeing the taking of minutes at all Meetings of Members, send meeting announcements, distribute copies of minutes and the agenda to each Board Member, and assuring the corporate records are maintained.
- All Board Members shall represent the Members & Community Members’ interest to the public, other organizations, and governmental bodies. They shall promote and supervise Member education. They shall act as resources regarding Cooperative policies governing the conduct and affairs of the corporation. They shall collectively enter into contracts on

behalf of the corporation and commit the resources of the corporation to meet any obligations under such contracts.

Section 5 - Vacancies: If a Director is elected by the membership vacates their seat mid-term, the seat shall remain open until a duly called membership meeting elects a new Director. If a Director appointed by the Board vacates their seat mid-term, the Board may appoint a new Director for the remainder of the term.

Section 6 - Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. A Board Member shall be terminated from the Board due to excess absences, more than two unexcused absences from Board meetings in a term. A Board Member may be removed for other reasons by a three-fourths vote of the remaining Directors.

Section 7 - Special meetings: Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board Member at least 72 hours in advance.

Section 8 - Compensation: Board Directors may receive no monetary compensation for their service. Time spent on Board duties may be counted toward fulfillment of member service requirements as may be required by policy and Member Contracts.

ARTICLE VI - Committees

Section 1 - Committee formation: The Board may create committees as needed. Such committees shall have no powers or authorities other than those rightfully granted by the Board or these Bylaws. Each committee shall elect a chair, who shall provide regular reports on the activities of the committee to the Board.

ARTICLE VII - Financial Practices

Section 1 - The fiscal year shall be May 15 - May 14.

Section 2 - The financial records of the organization, including any audits by third parties, shall be made available to the membership and Board Members upon request.

Section 3 - No portion of the funds or any asset of the Cooperative may be distributed or transferred to a member, except as remuneration for an arms-length transaction.

Section 4 - Expenditures over \$20 require a referendum in order to be approved. Expenditures under \$20 shall be finalized, and a receipt shall be submitted for a post-purchase referendum at the immediate next Member Meeting.

ARTICLE VIII - Dissolution

Section 1 - The Cooperative may only be dissolved by a unanimous vote of Members.

Section 2 - In the event of dissolution, the net assets of the Cooperative shall be given to a select organization from the following predetermined list with 501(c)3 status from the IRS, and shall be used for prolonging the mission of sustainability.

Marquette Food Co-op

North American Students of Cooperation

Yellowdog Watershed Preserve

Moosewood Nature Center

Superior Watershed Partnership

Upper Michigan Resource and Development Council

Land Conservancy

Friends of Harlow Lake

Noquemanon Trail Network

Upper Peninsula Climbing Coalition

ARTICLE IX - Amendments

Section 1 - These bylaws may be amended when necessary by a two-thirds majority of Members at a Membership Meeting. The amendments must be proposed one Member Meeting prior.

CERTIFICATION

These bylaws were approved at a duly called meeting of the membership of Directors by a two-thirds majority vote on March 10, 2019.

