

**BY LAWS FOR
COMMONWEALTH TENANTS ASSOCIATION**

ARTICLE I: Name, Principal Location, Purpose, and Fiscal Year.

Section 1 Name: The name of the corporation shall be Commonwealth Tenants Association, Incorporated.

Section 2 Principal Location: The principal location of the corporation shall be 35 Fidelis Way, Brighton, MA 02135 within the Commonwealth public housing development. The **Executive Board** may change the principal location, which will be effective upon a certificate of the change being filed with the Secretary of State for the Commonwealth

Section 3 Purpose: The purpose of the corporation is to improve the physical and social conditions of our public housing environment. This will be accomplished as follows:

- Create a network of individuals and agencies interested in our environment.
- Improve the skills of our residents, with specific attention to the housing industry.
- Develop tenant awareness and consciousness by promoting a higher degree of tenant organization.
- To encourage participation by recruiting new membership and to promote the organization's goals.
- Promote communication between the BHA and the tenants.
- Promote a sense of community among the tenants.
- Organize activities in which tenants can participate together.
- Assure a safe living environment.
- Inform the manager and increase his understanding of the tenants' individual and collective problems, needs and desires.
- Increase the tenants' understanding of and cooperation with the management process.
- Insuring that the tenants are a meaningful and useful part of the management

Approved 4/26/07

process.

- Implement and promote meaningful services and programs of benefits to all tenants.
- To raise funds in any legal manner to implement the objectives and purposes of the corporation as the **Executive Board** may deem necessary or advisable.
- To do all things necessary or convent to effect any or all of the purposes and objectives of the corporation, including without limitation, the definition of any term or word used in these By-laws.

Section 4 Fiscal Year: The fiscal year of the corporation shall begin the first day of April each year.

ARTICLE II: Membership, Executive Board, and Officers

Section 1 General Membership

- 1.1 Definition of General Membership: The General Membership of the corporation shall consist of the residents of the Commonwealth public housing developments who are 18 years or older or head of household and shall have full voting rights.
- 1.2 Voting Rights of General Membership: The General Membership shall have rights to elect or recall the members of the **Executive Board** (as described in Article III below), to adopt and revise By-laws, and to take such other steps as may be necessary to achieve the purpose of the corporation. The General Membership shall have the right to participate in the corporation and its committees. Voting rights will be vested in all residents of the Commonwealth housing development who are 18 years of age or older, or who are emancipated minors who are leaseholders in such developments, as listed on BHA leases or Tenant Status Review (TSR) reports. Residents who have vacated the developments will no longer have voting rights, shall be removed automatically, except in instances where the developments are undergoing redevelopment and members of the corporation must temporarily relocate off site, but have rights to permanently relocate back to the developments. Persons present at a General Membership meeting can only exercise voting rights; there shall be no voting by proxy. Each member shall only have one vote.
- 1.3 Regular Meetings: Regular meetings of the Organization's general membership shall be held quarterly (in January, April, July and October), as such time and place as the Executive Board determines. One of these meetings shall be the annual meeting, held

in October of each year. At this annual meeting, members will receive annual reports, financial reports, and other information as specified by at least three (3) members of the **Executive Board**. The purpose of these meetings will be to inform residents on matters of general interest, including the solicitation of input regarding BHA maintenance, modernization efforts, and revisions in BHA policies. Additional meetings of the General Membership may be called by the Chairperson of the **Executive Board** (or, in the Chairperson's absence, the Vice-Chairperson), by three (3) members of the **Executive Board**, or on a written request of ten percent (10%) or more of the General Membership. Written notice concerning such meetings, and the proposed agenda items for such meetings shall be provided to all resident households at least five (5) days in advance of the General Membership meetings.

Items for the agenda of the General Membership meeting may be added by advance written request of 3 or more members of the General Membership. An annual report shall be prepared and presented by the **Executive Board**. There must be a quorum of at least twenty-five (25) members before any action can be taken at a General Membership meeting. Notice of special meetings may be in writing or by telephone, and shall be at least 48 hours in advance. All meetings of the Organization shall be held within Massachusetts and, whenever possible, within the local development. All meetings of the organization shall be conducted in accordance with Robert Rules of Order.

Section 2 Executive Board

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- 2.1 **Number of Members:** The Executive Board of the corporation shall consist of fifteen (15) members, shall be elected on the basis of one each from Buildings 2-4 Fidelis Way, 6-8 Fidelis Way, 91 Washington Street and 95 Washington Street and the balance of which (11) shall be elected at large.
 - 2.2 **Requirement of Membership in Corporation:** All Executive Board Members shall be active members of the corporation. If an Executive Board Member no longer has voting rights as a member of the corporation due to vacating the developments (see Section 1.2 above), he or she shall resign or be removed from the Executive Board.
 - 2.3 **Election and Term:** Each member of the Executive Board shall be elected by the General Membership at the Election meeting of the Corporation, as described in Article III below, and shall hold office for a three year term. Accurate records shall be kept at all times of elections.
 - 2.4 **Attendance of Meetings and Participation in Committees:** Members of the Executive Board are required to attend meetings of the Board and to actively participate on at least one committee.

- 2.5 **Quorum:** Quorum for meetings of the Executive Board is six (6) members. (One-third plus one of the members) However, if the Executive Board is voting on whether to remove a Member or Officer for good cause, to fill a vacancy on the Executive Board, or to recommend amendments to the By-laws, the quorum for such a meeting shall be ten (10) members.
- 2.6 **Filling of Vacancies:** If a vacancy occurs in the Executive Board prior to the next scheduled election, such vacancy shall be filled by the Executive Board. The Board shall give written notice of such vacancy to the General Membership and give the General Membership a reasonable period of time (but not to exceed four (4) weeks) to submit names for consideration for appointment to the Board. The Member so appointed shall hold office only until the next election. Reasonably prompt written notice shall be given to the General Membership and to the BHA of any vacancy caused by resignation or removal of a Director and the name and address of the person appointed by the Executive Board to fill the vacancy. Any vacancy on the Executive Board shall be filled by appointment of the Executive Board from the general membership, preferably from the building in which the vacancy occurred (if the vacancy is from 2-4 or 6-8 Fidelis or 91-95 Washington Street). In the case of a vacancy of the Chair, the Vice-Chairperson shall assume the Chairperson duties for the remainder of the un-expired term. All other officers will retain their present seats until the next annual election.
- 2.7 **Resignation:** An Executive Board Member may resign from the position by delivering a letter of resignation to the Chairperson (or, if the person resigning is the Chairperson, the Vice-Chairperson). Such resignation shall be effective upon receipt and acceptance of the letter by the Executive Board.
- 2.8 **Removal for Good Cause:** Any member of the Board may be removed from the Board for good cause at any time by a Petition for Recall and a majority vote by a quorum of the General Members (25) present at such meeting. The following shall constitute good cause:
- (1) Absence from three board meetings without excuse unless a majority vote of the other Board members decides otherwise;
 - (2) Violating the confidentiality of residents;
 - (3) Accepting a paid position with the BHA or a contracted management company at the Commonwealth Housing Development,
 - (4) Accepting a paid position with the BHA in a policy-making or supervisory position. An Executive Board Members participation in a BHA advisory capacity, such as on the Monitoring Committee or the BHA Resident Advisory Board, shall not require the Board Member to resign or be removed from office;
 - (5) Misusing the organization's office or name;
 - (6) Failure to resign after losing membership in the corporation, as described in Sections 1.2 and 2.2 above; or

- (7) Any breach of the Board Members duty of loyalty to the corporation or its members;
- (8) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or
- (9) For any transaction from which the Director derived an improper personal benefit;
- (10) Failure to carry out the duties of the Executive Board set out in these By-laws, or taking action harmful to the CTA or to tenants.

Any elected member who has been removed shall have the right to call upon the Chairperson of the Executive Board for a hearing to contests his/her removal before a Grievance Panel appointed by the Chairperson of the Executive Board. The Grievance Panel recommendation shall be final. Any action on removal must be preceded by written notice to all members of the Executive Board, at least one week in advance of the meeting, stating that the issue of removal shall be considered at that meeting, and stating the grounds for removal.

2.9 **Meetings of the Executive Board:** The Executive Board shall meet at least once a month at such time and place as the Executive Board determines. Special meetings may be called by the Chairperson (or in the Chairperson's absence, the Vice-Chairperson), or by written request of eight (8) Executive Board Members to the Secretary. Generally, Executive Board meetings shall be open to the General Membership, but the General Membership shall not have voting rights at such meetings. The Executive Board can, however, call an executive session and close the meeting (or a portion of such meeting) to all but the members of the Executive Board by a vote of ten (10) Executive Board Members. Written agendas for the Executive Board meeting shall be prepared and provided in advance to all Executive Board Members, and shall be posted at the meeting place where the Board shall meet, and shall be made available to the General Membership upon request. Each member of the Executive Board shall have one vote, and a Member must be present at the meeting in order to determine quorum and to vote; there shall be no voting by proxy or phone. Notice, all Executive Board members shall be notified in writing of all regular meetings of the Corporation at least five (5) days in advance. Notice of special meetings may be writing or by telephone and shall be at least 48 hours in advance.

- 2.10 **Duties:** The Executive Board shall:
- Manage the affairs of the Organization between membership meetings.
 - Develop and recommend policy and program for the Organization.
 - Coordinate the work of the various committees of the Organization.
 - Report to every meeting of the membership on its activities.

- Represent the Organization before the Boston Housing Authority.
- 2.11 **Powers:** The Executive Board shall have and exercise all the usual powers of Directors of a business Corporation and the immediate government and direction of the affairs of the Corporation. They shall make all rules and regulations, which they deem necessary or proper for the government of the Corporation, and for the due and orderly, conduct of its affairs and the management of its property, not inconsistent with the agreement of the association and the By-laws of the Corporation. They may exercise all powers not expressly given to Members. The Executive Board Members may delegate to committees from time to time so much of their duties or functions as may lawfully be so delegated.

Section 3 Officers

- 3.1 **Election of Officers and Responsibilities:** The Officers of the Executive Board shall be Chairperson, Vice-Chairperson, Secretary, and Treasurer. All Officers shall be elected by the Executive Board at the first meeting after the general election and shall serve for a term of one year. A third party overseer must be invited to attend the election of officers. Any Officer who does not fulfill his/her duties according to the By-laws or who willfully acts in a manner detrimental to the purpose of the Corporation shall, upon a vote of ten Members of the Executive Board, be removed from office.

(A) **Chairperson**– The Chairperson shall, subject to the supervision of the Executive Board, have charge of the affairs of the Corporation and shall have such other power and duties as customarily belong to the officer of a business corporation, president. Other duties may be designated from time to time by the Executive Board. He or she shall report on the activities of the Corporation to the Executive Board and the members at least once each year and at such times as they may request. He or she shall preside at and prepare the agenda for all meetings of the Executive Board, at which he/she is present. He or she shall serve as Ex-Officer member of all committee. She or he shall chair the membership meetings and set procedure for debate, setting time limits on speakers and number of speakers allowed to speak for and against a motion, when necessary. Any member who objects to the procedures set by the Chairperson may make a motion for an alternative procedure. The vote of the members present shall determine which procedure is to be used.

(B) **Vice Chairperson**–The Vice-Chairperson shall perform the duties of the Chairperson when the Chairperson is absent or unable to perform his/her duties. He/she shall execute the duties of the Chairperson in the latter's absence or inability to function. He/she shall assist the Chairperson on the performance of his/her duties.

(C) **Secretary**—The Secretary shall record and maintain minutes of all Executive Board and General Membership meetings and shall insure that proper notice of Board meetings and General Membership meetings is given. He/she shall compose and /or send the correspondence directed by motion of the membership or Executive Board or otherwise required. The Secretary shall also function as the Clerk of the Corporation under the terms of any Articles of Incorporation.

(D) **Treasurer**—The Treasurer shall have general charge of all financial affairs of the corporation. The Treasurer shall ensure accurate record keeping with respect to the corporation's and Board's financial affairs, and shall be one of the two signature's required on all checks. The Treasurer shall provide regular reports on the financial condition of the Corporation to the Executive Board and to the General Membership on the corporation's financial affairs at least once a year and at such other times as they may request. The Treasurer shall notify the Executive Board Chair if he/she will be unavailable for a week or more.

- 3.2 **Term of Office, Resignation, Removal from Office, and Filling of Vacancies:** The Officers' term of office shall be the same as the Executive Board. An Officer may resign by giving written notice to all other members of the Executive Board. The Executive Board may also remove any Officer for good cause by a majority vote. "Good cause" shall be defined in the same manner as in Article II, Section 2.8 of these By-laws. The Board shall fill any vacancies in Officer positions from the members of the Executive Board. The resignation or removal of an Officer shall not be deemed to also be a resignation or removal from the Executive Board unless this is stated in the resignation, or the Board's decision. Any Officer who resigns or is removed from Office shall have the responsibility to turn over any of the Board's records and accounts to the Executive Board. Reasonably prompt written notice shall be given to the General Membership and to the BHA of any vacancy caused by resignation or removal of an Officer and the name and address of the person appointed by the Executive Board to fill the vacancy.

ARTICLE III: Election of the Executive Board by the General Membership: Recall

- 1.1 Elections Every Three Years, Eligibility to Serve on the Executive Board: Elections shall be held every three years for the Executive Board. All members of the General Membership shall be eligible to serve as members of the Executive Board, so long as they are not employed by the BHA in a policy-making or supervisory position and are not employed by the BHA or a contracted management company at the Commonwealth Housing Developments.
- 1.2 Election Committee: An Election Committee shall be established to assist the corporation in conducting its election of the Executive Board. No person who will be

a candidate for the Executive Board may be a member of this committee. The committee shall consist of residents, and can include third-party volunteers who do not reside at the development. The Election Committee shall implement and oversee all election activities as well as ensure the corporation's compliance with all relevant election requirements, including those provided by the BHA's policy, "Participation of Recognized Local Tenant Organizations in the Administration of Boston Housing Authority Local Developments" And the CTA by-laws

- 1.3 Notice of Election Procedures: The Election Committee, working in conjunction with the agency in charge to conduct the election shall ensure that all voting member households will be given written notice at least seventy-two (72) days in advance of the election of the election procedures. The notice will be delivered to each occupied unit of the development and shall include a description of the election procedures, eligibility requirements, deadline for submission of nominations and for the election, and a copy of nomination papers. To ensure the notice solicits the broadest possible attention of residents and encourages their participation in the electoral process, such notices shall be translated from English into at least the three most common languages for the developments' population. The BHA shall, upon request of the Chairperson to the manager of the developments, provide copies of these translated materials and assist in their distribution to each household. Such request must be made to the manager forty-five (45) days prior to the initial election notice, to give the BHA sufficient time to prepare such materials. The Election Committee, the Executive Board and the agency shall ensure that these time frames for translation of materials are met where necessary to ensure broad participation. The notice of election procedures shall provide clear instructions where nomination papers may be obtained, who is an eligible candidate, how the nomination form is to be completed, where and when it is to be filed, and the number of residents whose signature is required in support of the nomination. Nomination papers, in addition to being attached to the initial notice, must also be available to residents at both the corporation's office at 35 Fidelis Way and the Corcoran management office.
- 1.4 Number of Signatures Required for Nomination: Each candidate for the Executive Board must obtain at least fifteen (15) signatures from the General Membership in order to be eligible as a nominee for the Executive Board. Members of the General Membership may sign more than one candidate's nominating papers. Multiple signatures by the same member on a candidate's nomination papers shall be stricken.
- 1.5 Period for Nominations; Submission of Signatures to the BHA for Verification; Certified Papers Remaining on File: Nominations must remain open for a minimum of at least six (6) weeks from the date of the initial election notice. BHA shall verify that the signatures that appear on the nomination papers represent names of legal household members eligible to vote in the election; BHA shall not certify if the signatures are authentic. To ensure candidates an opportunity to avoid having their

ARTICLE VII: Indemnification

Directors shall be indemnified by the corporation for any liability incurred in carrying out his or her duties in furtherance or the purposes of this corporation. Indemnification of Officers, employees or agents of the corporation may be provided by the Executive Board. No indemnification shall be provided for any person with respect to any matter as to which he or she shall has been adjudicated in any proceedings not to act in good faith in the reasonable belief that his or her action was in the best interest of the corporation. Indemnification shall be provided although the person to be indemnified is no longer an officer, director, employee or agent of the corporation.

ARTICLE VIII: Checks, Contracts

Checks: All checks drawn on bank accounts of the Corporation shall require two signatures. The Executive Director, the Chairperson or Vice-Chairperson can sign one signature. The Treasurer must be the other signature. In the event that the Treasurer will be unavailable for a week or more, the signatures of two of the aforementioned officers must appear on all checks.

Contracts: The Executive Board may authorize any officer, agent or employee to enter into any contract or execute under the Corporate Seal or otherwise and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have the power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it financially liable for any purpose or to any extent.

ARTICLE IX: Advisory Members

Advisory members shall be those persons approved by the Executive Board who are either residents or non-residents of the development but whose assistance the Executive Board considers to be needed. Under no circumstances will these advisory members who are not residents have the right to vote in either Executive Board meetings or General Membership meetings.

ARTICLE X: Training

Training for the Executive Board shall be provided during the month following installation of Officers. Newly elected Executive Board Members should receive training in Roberts' Rules of Order, the role of the Executive Board, duties of Officers, and the roles & responsibilities of Committees by the next regular board meeting.

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- 1.2_ Limitation on Certain By-law Amendments: No By-law amendment shall be proposed or adopted which would have the effect of disqualifying the Corporation from recognition as a Local Tenant Organization (LTO) under the BHA's policy, "Participation of Recognized Local Tenant Organizations in the Administration of Boston Housing Authority Local Developments", as the same may from time to time be lawfully amended, or applicable lawful HUD or DHCD requirements governing participation of LTOs in the affairs of public housing authorities. No By-law amendment shall be proposed or adopted which will be contrary to the provisions of G.L. c. 180 as the same apply to non-profit corporations.

ARTICLE XI: Power

The Corporation is empowered to do all things permitted to be done by a non-profit Corporation under Massachusetts's laws. The Corporation is prohibited from doing anything prohibited of a non-profit corporation under Massachusetts laws. The Corporation is empowered to do, in general, all things which shall be necessary or desirable to carry out the purposes and objectives here in above set forth, and permitted under Massachusetts's laws. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign in behalf of any candidates for public office. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a 501-c (3) of the Internal Revenue Code of 1954 and the Treasury Regulations there under, the corresponding provision of any future United States Internal Revenue law or regulations, (b) by a corporation that contributions to which are deductible under Sections 10 (c) (a), 20055 (a) 2016 (a) 522 (a) of the Internal Revenue Code of 1954 and the Treasury Regulations hereunder, or any other corresponding provision of any future United States Internal Revenue Laws or Regulations of (c) which should require the Corporation Foreign Agents Registration Act of 1938, as hereto or hereinafter amended.

ARTICLE XII: Non-Profit

The Corporation is not organized for profit, and no part of the earnings, if any, shall incur to the benefit of any member, individual, person, firm or corporation not exempt under Section 501 C (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XIII: Discrimination

The Corporation shall not operate in any manner, which will discriminate against individual on basis of race, creed, color, etc.

ARTICLE XIV: Amendment of By-laws

1.1 Procedure for Amendment of By-Laws: The By-laws may be amended by a majority vote of the General Membership at a regular or special General Membership meeting. Any amendments may be proposed by a majority vote of the **Executive Board**. The **Executive Board** shall ensure that written notice is provided to all resident households at the Commonwealth Housing Development at least five (5) days in advance of such meeting. Such notice shall state the date, time and place of such meeting, that it is proposed that the By-laws be amended, and a summary of the proposed changes in the By-laws. Members of the General Membership shall be free to propose other changes to the By-laws at such meeting, but such proposals must be made in writing and shall be read and explained to all persons present at such meeting in advance of being voted upon.

nomination papers rejected for an insufficient number of certifiable names, a preliminary inspection of nomination papers by BHA management shall be conducted fifteen (15) days prior to the end of the nomination period. All candidates for the must have their nomination papers submitted to the CTA office by the end of the business day, fifteen days prior to the end of the nomination period. Those candidates who fail to submit nomination papers on or before this preliminary date do so at risk of being rejected from the election. The certified nomination papers shall be maintained on file with the Election Committee and the Executive Board until the following election.

- 1.6 Encouraging Diversity in Candidate Pool: The Executive Board and the Election Committee shall attempt to achieve reasonable representation on the Executive Board of all racial and ethnic groups and all geographic areas within the Commonwealth housing developments.
- 1.7 Notice of Nominations; Encouraging Resident Participation: The Election Committee and the Executive Board shall give written notice to all member households by way of leaflets regarding the certified nominees for the Executive Board. The notices shall display a sample ballot with each candidate's name and address listed. Such notices shall be posted in every hallway, management, and corporation office at a minimum of thirty (30) days prior to the election. The Election Committee and the Executive Board shall conduct a broad range of activities to encourage resident participation in the election through candidates' nights, providing poster and leaflet materials to candidates for campaign purposes, and/or issuing election reminder notices to residents, consistent with resources available to the corporation.
- 1.8 Conduct of Election: The Executive Board and the Election Committee shall obtain an impartial third party to monitor the balloting and tabulation processes. At the time of the election, polling stations will be located in an area of adequate size to provide voters a sufficient level of privacy to mark ballots. A polling place will be provided for the residents of 91-95 Washington Street, and only residents of 91-95 Washington Street may vote there. A polling place will be provided for the residents of 2-4 and 6-8 Fidelis Way and only residents of 2-4 and 6-8 Fidelis Way may vote there. A secured ballot box shall be provided at each station, and the Election Committee shall verify each voter's eligibility (based on lease and TSR information provided by BHA or the contracted management company). The persons staffing the polling stations and acting as third party observers shall be impartial. No candidate for election may be allowed in the polling station other than to cast his/her own ballot. Any candidate or his/her supporters within twenty (20) feet of the polling station shall conduct no campaign activities.
- 1.9 Notice of Election Results: Within three (3) days of the election, the Executive Board and the Election Committee shall provide notice to the General Membership of the

election results by posting the same at: the corporation's office at 35 Fidelis Way, at the senior/disabled buildings, on all high-rise bulletin boards, and at the BHA/contracted management office. The Executive Board and the Election Committee shall provide notice to the BHA of the election results within ten (10) working days of the election. The correspondence to BHA shall include a list of all Board members elected, their addresses, and a description of election procedures. It shall also include a request for recognition of the new Executive Board and a letter from the new members of the Executive Board, agreeing to abide by arbitration, consistent with the requirements of BHA's policy "Participation of Recognized Local Tenant Organizations in the Administration of Boston Housing Authority Local Developments."

- 1.10 Petition for Recall: The General Membership may move to recall one or more members of the Executive Board during the Director's term of office. In order for the General Membership to recall a Director, there must be a written petition containing the signatures of at least twenty percent (20%) of the adult household members of the development. Such recall petition shall have a clearly stated reason for the recall typed at the top of each page of signatures. The reason for recall is not limited to the reasons for removal for good cause stated in Article II, Section 2.8.

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

ARTICLE IV: Committees

1.1 Standing Committees: The Executive Board shall establish standing committees to carry out the goals and objectives of the corporation. It shall actively recruit the General Membership to serve on committees to ensure democratic participation and to further the goals of the Corporation. The standing committees shall report to the Executive Board and to the General Membership on their ongoing work at the monthly Board meetings.

(a) **Election Committee**: Shall consist of at least three (3) members of the General Membership and at least one person from an impartial third party organization who volunteer to serve for a term of three (3) years until the next election. The Function of this committee shall be:

- Set procedures for handling all elections.
- Supervise elections in insuring that they are conducted in accordance with all relevant election procedures including the CTA by-laws and the requirements of Boston Housing Authority's policy "Participation of Recognized Local Tenant Organizations in the Administration of Boston Housing Authority Local Developments."

(b) **By-laws Committee**: This Committee shall consist of at least (3) Executive Board Members, as designated by the Executive Board. This committee would meet as needed, primarily prior to the general election and when there is a need to revise or interpret the By-laws.

- Evaluate how present By-laws are working and how effective they are.
- Revise By-laws as needed, ensuring as far as possible that the intent is explicit.
- See that revisions are properly submitted and incorporated.
- Mediate any disputes as to interpretation, which may arise.

(c) **Finance Committee**: This Committee shall consist of the Treasurer and at least one other Executive Board Member, and individuals from the General Membership will be actively recruited. This Committee shall meet at least quarterly in preparation for the Financial Report to be presented at the Annual Meeting. Duties include:

- Oversee the finances of the Corporation
- Help to review and prioritize the annual budget
- Assist in fundraising and development efforts of the Corporation

(d) Management Committee: Consists of at least two Executive Board Members and others from the General Membership. Will meet monthly with Boston Housing Authority and/or the Management Company to establish a positive working relationship. Duties:

- Represent the community interests
- Assist in the development of facility management plan; oversee the implementation of said plan.
- Notify BHA and the Management Company of major maintenance issues.

(e) External Policy Committee: This Committee will consist of at least one Executive Board Member and two others. Meetings are open to all members of the Executive Board and General Membership. This Committee will meet as needed, but at least quarterly, to provide input on proposed changes to legislation or policies impacting the Corporation or residents of the Commonwealth Development. Duties of this committee are to:

- Regularly attend the Tenant Coordinating Committee meetings
- Meet as necessary to review proposed legislation (local, state or federal) or BHA policies that impact the Corporation or Commonwealth tenants.
- Suggest actions to the board such as letter writing campaigns or demonstrations in support or opposition of such policies.

(f) Program Monitoring Committee: The Program Monitoring Committee is made up of at least two members of the Executive Board and at least one member of the General membership. They will be responsible for:

- Monitoring the management of the Corporation's grants and programs through regular meetings with the staff and by reviewing monthly reports.
- Managing the interviewing and hiring process of the Executive Director.
- Establishing needed job descriptions and personnel policies.
- Evaluating the performance of the Executive Director.

The meeting schedule for interviewing and evaluations is set by need to do periodic evaluations, depending on their dates of employment or last evaluation and as needed for filling vacancies.

(g) Executive Committee: This committee exists of all officers of the Board. They will meet the week prior to all Board and General Membership Meetings to review Committee and Staff Reports, financial statements, and set the agenda for the Board or General Membership Meeting.

ARTICLE V: External Representation

- 1.1_ The Officers of Executive Board shall appoint representatives of the General Membership who will serve on other boards and organizations. Representatives shall report on meetings at the next Executive Board Meeting.
- 1.2_ Any such representative may be removed for good cause at any time by the Executive Board at any meeting upon the vote of the majority present.

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

Section 1 Personal Liability

- 1.1_ The **Executive Board** shall not have the power to bind the members of the Board personally or call upon such members to discharge any debts. The members of the **Executive Board** and the Officers shall not be held personally liable for any debt, liability or obligation of the Corporation. This provision, however, shall not eliminate or limit the liability of an Officer or a member of the **Executive Board** for any breach of the Officer's or Board Members' duty of loyalty to the corporation or its members, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for any transaction from which the Officer or Director derived an improper personal benefit.

Section 2 Conflict of Interest

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