

BYLAWS OF
The Best Cooperative

adapted from Minnesota Council of Nonprofits

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be The Best Cooperative. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 — Purpose: The Best Cooperative is organized exclusively for charitable, scientific and education purposes. The purpose of this corporation is: to provide affordable housing democratically controlled by the residents, to promote cooperation as a tool for economic justice, and to support a sustainable community among the residents, in the neighborhoods we live, and the world as a whole.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Membership is limited to individuals 18 years of age or older who reside in residential property operated by The Best Cooperative. Only persons accepted for membership and their minor dependents may reside in property operated by The Best Cooperative.

Section 2 — Equity: Membership is contingent on payment of a membershare to The Best Cooperative. The membershare amount shall be \$500. The membershare is refundable once a person leaves membership at the discretion of the board of directors.

Section 3 — Rights of members: Each member is entitled to equal participation in the democratic processes of the cooperative, as defined in these bylaws and the policies of the cooperative. Each member may cast one vote in decisions of the membership and and at General Membership Meetings.

Section 4 — Responsibilities: Members must comply with all policies and rules of the cooperative. Members must remain current on all financial and contractual obligations to the cooperative, including service requirements and attendance of meetings as may be required by policy.

Section 5 — Termination of Membership: An individual's membership may only be terminated by a two-thirds vote of the Board of Directors. An individual's membership may only be terminated for violation of their membership or lease agreement.

Section 6 — Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members shall be held annually, at a time and place designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the cooperative, and deliberate on any business matters brought before the meeting.

Section 2 — Special meetings: Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by ten percent of voting members may also call a special meeting.

Section 3 — Notice of meetings: Printed notice of each meeting shall be given to each voting member,

by mail or by hand delivery to their residence in the cooperative, not less than two weeks prior to the meeting.

Section 4 — Quorum: At least fifty percent of members present at any properly announced meeting shall constitute a quorum.

Section 5 — Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board Composition: Five directors shall be elected at each annual membership meeting from among the members of the cooperative, for terms of approximately one year lasting until the conclusion of the successive annual membership meeting. The Board of Directors may appoint up to three additional “outside” directors, not necessarily from the membership, for terms of one year. The Board of Directors may have no fewer than three and no more than eight members.

Section 2 — Terms: All board members shall serve one-year terms, but are eligible for re-election or re-appointment indefinitely.

Section 3 — Meetings and notice: The board shall meet at least monthly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least 48 hours in advance.

Section 4 — Board elections: Directors will be elected by a instant run-off ballot of members present at the annual meeting. Any member wishing to run for election must notify the Board of Directors one weeks before the membership meeting.

Section 5 — Quorum: More than fifty percent of directors must be present for business transactions to take place and motions to pass.

Section 6 — Officers and Duties: There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

- The chair shall convene regularly scheduled board meetings, and shall facilitate or arrange for another member to facilitate the meeting.
- The vice-chair shall serve as the chair in the chair's absence.
- The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop development plans, and make financial information available to board members and the public.

Section 7 — Vacancies: If a director 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 a one year term.

Section 8 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board members 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 9 — Special meetings: Special meetings of the board shall be called upon the request of the chair, 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 10 — 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 V — 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.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

ARTICLE VI — FINANCIAL PRACTICES

Section 1 — The fiscal year shall be the calendar year.

Section 2 — The financial records of the organization, including any audits by third parties, are 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.

ARTICLE VII — DISSOLUTION

Section 1 — The cooperative may only be dissolved by a unanimous vote of the membership.

Section 2 — In the event of dissolution, the net assets of the cooperative shall be given to organization with 501(c)3 from the IRS, and shall be used sole for the purpose of educating the public about and promoting the development of cooperatives.

ARTICLE VIII — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of members at a membership meeting.

CERTIFICATION

These bylaws were approved at a duly called meeting of the membership of directors by a two-thirds majority vote on _____.

x _____
Secretary

Date