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ARTICLES OF ASSOCIATION AND BY-LAWS

for

TENANT ASSOCIATION

ARTICLE I NAME AND LOCATION

The name of this organization is _____ Tenant Association (hereinafter called the "Association"). The office of the Association is located at _____, _____, N.Y.

ARTICLE II DECLARATION OF PURPOSE

Section 1. Statement of Purpose. This Association is organized in accordance with cooperative principles as a not-for-profit tenant association for the purpose of maintaining and managing the building located at _____, Bronx, N.Y. The object of the Association is to operate adequate, safe and sanitary housing accommodations at the above address.

ARTICLE III DUTIES AND POWERS

Section 1. Management. The Association shall work to promote the best interests, business, and transactions of the Association. The Association may adopt such rules and regulations for the conduct of its meetings and management as it deems proper, provided these do not violate local, state or federal laws. The members of the Association, in adopting these By-Laws, may delegate to the officers such power, authority and such duties as are necessary and appropriate to the effective conduct of Association business.

Section 2. Decision-making. All matters concerning the management and use of the property and land thereof, shall be decided by the members of the Association or by the elected officers as delegated by the membership. Such decisions shall be made at official meetings at which a quorum is present.

ARTICLE IV MEMBERSHIP

All residential tenants are considered members of the Association. Each residential unit shall be considered one "household" regardless of the number of occupants, size of unit, or monthly rent. A superintendent or other employee who lives in a rent-free apartment in the building shall not be considered a member of the Association. Superintendents who are rent paying tenants are automatically members of the Tenant Association but may not hold office and be an employee of the Tenant Association at the same time. Commercial tenants shall not be considered member of the Association but can participate in activities with the consent of a majority of the Association.

There shall be no special consideration or accommodation extended to any one member or household that is not extended to all members or households. No rules may be placed on any one member or household that are not binding on all members and households.

ARTICLE V MEETINGS

Section 1. Annual Meeting. The annual meeting of the Association for the election of officers and members of committees, for the acceptance of the Annual Report and for the transaction of any other business shall be held during the month of January each year.

Section 2. General Meetings. General meetings of the Association are open to all members and shall be held at least once a month to ensure ongoing communication among tenants. Such meetings shall be held on the first Wednesday of every month.

Section 3. Special Meetings. As the need arises additional general meetings shall be called by the Executive Committee. Notice of special meetings shall be given at least 48 hours in advance.

Section 4. Committee Meetings. The Executive committee and the Repair and Maintenance committee shall meet at least once a month. The other committees will meet as necessary.

Section 5. Notification. The Secretary shall notify all Association members of the annual meeting at least two (2) weeks in advance and post a reminder one week in advance. Notification shall be in writing either by mail or notices placed under each household's door. All other meetings shall be announced in writing at least 48 hours in advance through notices posted in the lobby, on the Association's bulletin board and/or under each household's door.

Section 6. Voting Eligibility and Privileges. Each household shall have one (1) vote at all Association meetings and all households shall have equal rights. No tenant may have more than one vote even if he or she occupies more than one unit. Voting privileges and the right to run for or hold office shall be revoked upon the termination of tenancy or when the household is two (2) full months or more in rent arrears. All disputes regarding eligibility shall be resolved at least 48 hours prior to the meeting.

Section 7. Quorum. A quorum shall consist of a majority of members eligible to vote and present,

except as outlined in Section 8 below. A quorum is necessary at any Association meeting to vote all business. If a quorum is not present, a majority of those present may adjourn the meeting to another date without further notice.

Section 8. Voting. If a quorum is present at a meeting, the act of a majority of either the officers or the Association at large, whichever is required by these By-Laws, shall be the act of the Association, unless the act of a greater number is required by these By-Laws or by Federal, State or City law. Voting shall be by voice vote, except at elections or referendums when voting shall be by secret ballot.

Section 9. Proxies. A Member may appoint as his or her proxy any other person to act in his or her behalf. Every proxy authorization must be signed by the Member and be filed with the Association's Secretary before the appointed time of each meeting. No Member shall cast more than one vote by proxy in addition to his or her own vote.

ARTICLE VI OFFICERS/EXECUTIVE COMMITTEE

Section 1. Number and Eligibility. The officers of the Association shall be the Executive Committee of the Association and shall number at least three (3): a president, a secretary and a treasurer. The Association may elect to have up to seven (7) officers. No person shall hold more than one office at the same time. Each officer shall have equal decision making authority. No two members residing in the same apartment shall be officers at the same time. All officers of the Association shall be at least 18 years of age and current in rent.

Section 2. President. The President shall preside at all Association meetings. The President shall perform all duties of the office of President and such other duties as may be assigned by the Association from time to time. The President's duties include but are not limited to: a) chairing Executive Committee meetings; b) chairing monthly meetings; c) delegating responsibilities to the appropriate committees and officers; d) coordinating activities to ensure that the Association adheres to cooperative principles; e) explaining the goals and objectives of the Tenant Association.

Section 3. The Vice President. In the absence of the President, the Vice President shall preside over the monthly meetings and Executive Committee meetings. The Vice President's primary responsibility is to maintain and strengthen the lines of communication between the Executive Committee, the members of the Association and the committees. In addition the Vice President's duties include but are not limited to: a) knowing how to perform the duties of an absent officer; b) assisting the President or other officers; c) acting as the liaison between the Executive Committee and the Association; d) coordinating activities to ensure that the Association adheres to cooperative principles; e) overseeing special projects; f) explaining the goals and objectives of the Tenant Association.

Section 4. Secretary. The Secretary shall have charge of and be responsible for the non-financial records and all correspondence of the Association. The Secretary's duties include but are not limited to: a) recording attendance and the minutes of all meetings of the Association and distributing them within 7 days after the meeting; b) posting the notice of the agenda for general meetings; c) explaining the goals and objectives of the Tenant Association.

Section 5. Treasurer. The Treasurer, as the chief financial officer of the Association, shall have the care and custody of all the funds and securities of the Association, and shall deposit the same in the name of the Association in such bank or banks as the Association may designate. The Treasurer's responsibilities

include but are not limited to: a) maintaining the financial records of the Association in a secure location the IRS and any other official agency authorized to conduct such inspection or audit; b) making and distributing written summaries of financial reports at the monthly meeting; c) assisting the executive committee in the preparation of the annual report, accounting for all monies received and spent; d) answering any and all questions regarding finances put by members of the Association; e) holding the check book and ensuring that all checks are signed by two (2) officers of the Association. No two officers of the same family shall sign the same check. No officer may co-sign a check designated for a relative or household member; f) explaining the goals and objectives of the Tenant Association.

Section 6. Election and Term of Office. An election shall be held once per year at the annual meeting of the Association. The officers elected or re-elected shall serve a term of one (1) year.

Section 7. Current Officers. The following tenants are currently serving as officers:

President: _____

Vice President: _____

Secretary: _____

Treasurer: _____

These officers were elected at the Association's annual meeting on January 6, 1999.

Section 8. Resignation. Any officer may resign at any time by delivering a written resignation to the remaining officers of the Association.

Section 9. Termination. The Association must remove from office any officer who is two or more months in arrears.

Section 10. Recall. Any officer of the Association may be removed from office by the following procedure: A petition indicating the reasons for requesting such removal shall be signed and dated by a majority of all households. The Association shall then call a special meeting at which a quorum of eligible members must be present. A vote shall be taken by secret ballot, in accordance with the procedures outlined in Article V, Sections 8 and 9, to confirm the petition.

Section 11. Interim Elections. A special meeting shall be called within 30 days of the date of resignation, termination or recall of an officer to hold an interim election to fill the vacated position. Any eligible member shall be permitted to run for election or re-election and only eligible members may be permitted to vote. The vote shall be by secret ballot as outlined in these By-Laws.

ARTICLE VII COMMITTEES

In addition to the Executive Committee, the Association shall have at least two committees, one of which shall be the Maintenance and Repair Committee. At least one elected officer must be a member of each committee. Each committee shall select a Chairperson. All eligible members of the Association may volunteer to serve on committees. Examples of such committees include By-Laws, Tenant Selection, and Finance. Committee guidelines shall be established by each committee, and then presented to the Association for approval. Once approved, committee guidelines become amendments to

the By-Laws.

ARTICLE VIII SELECTION OF TENANTS

Section 1. Tenant Selection Committee. A Tenant Selection Committee shall be formed by the Tenant Association as necessary. At least one Association officer shall be a member of this committee. The committee shall be responsible for soliciting, receiving and reviewing applications of prospective tenants, recommending internal moves of current tenants and recommending new tenants to the Association. (see Article VIII)

Section 2. Solicitation of Applicants. When an apartment or commercial unit becomes vacant, the Tenant Selection Committee shall solicit prospective tenants by using outlets which are accessible to the general public such as local newspapers, community bulletin boards, religious institutions, or local organizations, and in the building itself. The committee shall distribute a Tenant Association Application to all interested applicants at the time of the vacancy and maintain a waiting list of qualified applicants. Each application shall be numbered and dated.

Section 3. Selection of New Tenants. When a vacant apartment or commercial unit is ready for tenant selection, the committee shall review all applications received and recommend at least two of the best qualified applicants on the basis of interviews and references. The officers shall make the final selection of new tenants based on the recommendations of Tenant Selection Committee.

Section 4. Conflict of Interest. If a member of the Tenant Selection Committee or an officer of the Association is related to an applicant, that member or officer shall not vote on decisions regarding the applicant's selection.

Section 5. Income Eligibility. Only persons of low and moderate income shall be eligible to rent apartments. Low and moderate income is defined in the Federal Section 8 Existing Income Guidelines.

ARTICLE IX MAINTENANCE AND REPAIR

Section 1. Repair Priorities. Repairs shall be done according to the following priority system: 1) repairs needed to protect life, health and safety; 2) repairs needed to prevent building deterioration; and 3) cosmetic repairs, unless otherwise directed by a Court stipulation.

Section 2. Maintenance and Repair Committee. A Maintenance and Repair Committee shall be established including at least two (2) Association officers and any other interested tenants. This committee shall be responsible for conducting periodic building condition surveys, and prioritizing repairs (as indicated by Tenant Repair Reports).

ARTICLE X CONTRACTS AND OTHER COMPENSATION

Section 1. Authorization and Execution. No contract or other instrument such as a lease or an agreement, may be entered into, executed, or delivered except as authorized by the officers of the

Association (see Article XI, Section 4 above). Contracts shall be executed and signed by the President or another designated officer and witnessed by another officer of the Association. No two members of the same family shall execute, sign and/or witness the same document.

Section 2. Contract with Association Officers, Members and Employees. Association officers, members and employees are required to disclose any interest they may have in any contract, lease, agreement, or other contractual transaction. No officer, member or employee shall have an interest in any Association contract or transaction unless such contract is approved at a lawfully constituted meeting of the Association by two-thirds (2/3) of the eligible members present, excluding the vote of the member to be benefited, and provided that this is not otherwise prohibited by law.

Section 3. Other Compensation. No Association officer, member or employee shall receive any salary or other compensation for services.

ARTICLE XI AMENDMENTS

These By-Laws may be amended by vote of a majority of Association members eligible to vote at any annual or general meeting of the Association, so long as they do not conflict with Federal, State or City law.

ARTICLE XII HOUSE RULES

House rules may be developed by the Association which will then be incorporated into these By-Laws by vote of a majority of eligible tenants at a duly called general meeting.