

Bylaws for the Community Alliance of Tenants

Article I: Purpose and Mission

Section 1. Purpose

This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

Section 2. Mission

The mission of the Community Alliance of Tenants is to educate and empower tenants to promote affordable, stable and safe rental homes.

Recognizing that housing is the basis of a sound community, CAT brings tenants together to organize and collectively work for fair and equal protection in housing policies and practices. Further recognizing that low-income tenants bear the greatest burden in the rental housing market, CAT prioritizes the organization and development of low-income tenants to take leadership in working for better living conditions for themselves and for tenants in general.

Article II: Members

Section 1. Classes and Voting

There shall be one class of members of this corporation. Each member shall be entitled to one vote in the election of Directors. Voting can only occur at a meeting of members called according to the process set forth in the Bylaws.

There are two classes of Board membership: Tenant Member and Supporter Member.

- a. Tenant Member: defined as one who does not own a residence and who is not in the employment of landlords or property managers in a position to directly affect tenancies.
- b. Supporter Member: defined as one who is not in the employment of landlords or property managers in a position to direct affect tenancies.

Section 2. Qualifications

Only persons who are not in the employment of landlords or property managers in a position to directly affect tenancies are eligible for membership. Staff of the corporation, landlords, property managers, and the employees of landlords and property managers who are in a position to directly affect tenancies are not eligible for membership.

A person shall become a member of the corporation by: (a) agreeing to support the mission of the corporation, (b) agreeing to abide by the rules and policies of the corporation, and (c) paying dues, volunteering, or making other contributions to the corporation.Section 3.

Termination of Membership

Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4. Annual Meeting

The annual meeting of the members shall be held in October of each year.

Section 5. Special Meetings

Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

Section 6. Notice of Meeting

Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least 7 days before the meeting, or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

Section 7. Quorum and Voting

Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members.

Section 8. Proxy Voting

There shall be no voting by proxy.

Section 9. Composition

The Board composition must include between 60-100% tenant members and 0-40% supporter members.

Article III: Board of Directors

Section 1. Duties

The Board of Directors shall manage the affairs of the corporation.

Section 2. Number and Qualifications

- a. The number of Directors may vary between a minimum of three and a maximum of fifteen.
- b. All directors shall be members in good standing of the corporation.

Section 3. Term and Election

- a. Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Directors shall be two years. The Board shall make provisions to stagger the terms of Directors so that each year the terms of as close as possible to one-half of the Directors shall expire. A Director may be reelected without limitation on the number of terms s/he may serve.
- b. The Board shall be elected by the members at the annual meeting of the members.

Section 4. Removal

Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.

A Director may also be removed by the Board of Directors by a majority vote of the Directors at a meeting when a quorum is present if that Director has been absent for three consecutive, regularly scheduled meetings of the Board of Directors without requesting an excused absence from the President of the Board prior to the meetings.

A director may be removed for violating the Community Alliance of Tenants code of ethics, basic agreements or board contract of the board of directors of the corporation.

The decision of the membership or of the Board shall not be reviewable by any court. Any removed Director may appeal pursuant to grievance policy.

Section 5. Vacancies

Vacancies on the Board of Directors and newly created board positions will be filled by a majority vote of the Directors at a meeting when a quorum is present.

Section 6. Quorum and Action

- a. A quorum at a Board meeting shall be a minimum of three Directors or one-third of the number of Directors in office immediately before the meeting begins, whichever is the largest number.
- b. If a quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided by these Bylaws. Where the law requires a majority vote of the Directors in office to establish committees, to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7. Regular Meetings

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8. Special Meetings

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail not less than two days prior to the special meeting.

Section 9. Meeting by Telecommunication

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may hear each other.

Section 10. No Salary

Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 11. Action by Consent

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Article IV: Committees

Section 1. Executive Committee.

The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions. Composition of the Executive Committee must be comprised of majority tenant members.

Section 2. Other Committees.

The Board of Directors may establish such committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees. Composition of other committees must be comprised of majority tenant members.

Section 3. Committees Exercising Board Functions

a. Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors and be comprised of majority tenant members.

a. A quorum at a committee meeting exercising Board functions shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 4. Limitations on the Powers of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Article V: Officers

Section 1. Titles and Composition

- a. The officers of this corporation shall be the President and Secretary.
- b. The officers shall be members of the Board of Directors.

Section 2. Election

The Board of Directors shall elect the President, Secretary, and Vice President to serve one-year terms. The annual election of officers shall occur in the month following the annual member meeting. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. Vacancy

A vacancy of the office of President or Secretary shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. Other Officers

The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. President

The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors. The President and Vice President shall work together to decide division of facilitation duties, with the intent of empowerment and learning, with input from the BOD.

Section 6. Vice President

1. The VP will chair meetings in the absence of the President.
2. The President and VP shall work together to decide division of facilitation duties, with the intent of empowerment and learning, with input from BOD.
3. The VP will have other duties, as assigned by the BOD.
4. In the event the president is unable to fulfill the duties of office, the Vice President will act as president.

Section 7. Secretary

The Secretary shall have overall responsibility for all recordkeeping and all corporate funds. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) authentication of the records of the corporation; (d) keeping of full and accurate accounts of all financial records of the corporation; (e) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (f) disbursement of all funds when proper to do so; (g) making financial reports as to the financial condition of the corporation to the Board of Directors; (h) maintaining current and accurate membership lists; and (i) and any other duties as may be prescribed by the Board of Directors.

Section 8. Composition

Officers of the Board must be majority tenant members.

Article VI: Corporate Indemnity

This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification--substantively, procedurally, and otherwise.

Article VII: Amendments to Bylaws

These Bylaws may be amended or repealed and new Bylaws adopted, by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

Date adopted: September 3, 1997, Amended February 8th, 2005, May 4, 2009, October 2nd, 2009, Oct. 22, 2013, October 28, 2016.