

# **BYLAWS OF POMONA UNITED FOR STABLE HOUSING (PUSH)**

## **ARTICLE I. NAME OF ORGANIZATION**

The name of the organization is Pomona United for Stable Housing, also known as “PUSH” or “the PUSH Coalition.”

## **ARTICLE II. PURPOSE**

### **Section 1. Vision**

We envision a Pomona and a State where everyone, regardless of income, circumstances, or status, is free to live without fear of mistreatment or displacement in healthy and stable housing that builds communities instead of profits.

### **Section 2. Mission**

PUSH organizes tenants, voters, and the community to—

- fight housing injustices;
- secure policies that empower neighborhoods and protect against displacement; and
- build institutions that further our Vision.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Membership**

Tenants and community members residing in the State of California who are at least 16 years old and who, by their affirmation and conduct, support the Vision and Mission in Article II shall be eligible for membership.

Membership in good standing requires being a dues-paid member or a dues-exempted member.

### **Section 2. Dues**

The Board shall determine on at least an annual basis, and at any time deemed advisable, the amount of dues and the criteria for any exemption from dues payments.

### **Section 3. Rights of Members**

PUSH members in good standing shall have the right to elect the Board, to vote at meetings of the members, and to receive from the Board or its assignees regular updates, announcements, and information about opportunities to take action in support of PUSH's Vision and Mission.

### **Section 4. Resignation and Termination**

Any member may resign by filing a written resignation with the Chair and/or the Secretary. The Board can terminate a membership by a 2/3 vote.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Regular Meetings**

Regular meetings of the members shall be held at least three times per year, at a time and place designated by the Board. At regular meetings, the members shall receive reports on the activities of the organization, learn about opportunities to participate in advancing PUSH's purpose, and help determine the direction of the organization.

### **Section 2. Annual Meeting**

The Annual Meeting of the members shall take place in the month of January, the specific date, time and location of which will be designated by the Board no later than the preceding November. At the Annual Meeting the members in good standing shall elect Directors, receive reports on the activities of the organization, and help determine the direction of the organization for the coming year.

### **Section 3. Special Meetings**

Special meetings of the members may be called by the Board. A petition signed by ten percent (10%) of members in good standing may also call a special meeting of the members.

### **Section 4. Notice of Meetings**

Notice of each meeting shall be given to each member by email (if the member provided an email address) not less than two weeks prior to the meeting, and notice of each meeting shall also be provided on PUSH's Facebook page, website, or the equivalent.

### **Section 5. Quorum**

A quorum for a meeting of the members shall consist of at least ten percent (10%) of members in good standing.

## **Section 6. Voting**

All issues to be voted on shall be decided by a simple majority of members in good standing who are present at the meeting in which the vote takes place.

# **ARTICLE V. BOARD**

## **Section 1. General Powers**

The business and affairs of PUSH shall be managed, and all powers shall be exercised, by or under the direction of the Board of Directors (the "Board"). The Board may delegate the management of activities of the organization to any person or persons, or committee however composed, provided that the activities and affairs of the organization shall be managed and all powers shall be exercised under the ultimate direction of the Board.

## **Section 2. Number, Election, Tenure, Requirements, and Qualifications**

The authorized number of directors of the organization ("Directors") shall initially be 5, and shall be not less than 3 or more than 11; the authorized number of directors may be changed, within these limits, by resolution of the Board.

The Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All Directors must be elected by a majority vote of the members in good standing present and voting. No vote on new Directors shall be held unless a quorum of the Board is present as provided in Section 6 of this Article.

Each Director shall be a member in good standing of PUSH.

Directors shall be elected at each Annual Meeting of the membership for 2-year terms. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws. By resolution, the Board shall arrange for terms to be staggered.

Each Director shall attend at least 3/4 of the Board's regular meetings and the meetings of the membership unless excused by the Board.

## **Section 3. Regular Meetings**

The Board shall convene at least 6 regular Board meetings per year; the regular membership meetings and the Annual Meeting of the membership shall not count toward the 6 regular Board meetings.

#### **Section 4. Special Meetings**

Special meetings of the Board may be called by the Chair or by the Board.

#### **Section 5. Notice**

Notice of any special meeting of the Board shall be given at least two (2) days in advance of the meeting by effective electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened.

#### **Section 6. Quorum**

The presence, in person, of a majority of current Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these bylaws.

#### **Section 7. Vacancies**

If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing an additional director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by the unanimous written consent of the Directors then in office or a sole remaining Director.

#### **Section 8. Compensation / Reimbursement**

Directors shall not receive any compensation for their services as Directors, but may be reimbursed for reasonable expenses incurred in the execution of their duties.

#### **Section 9. Action by the Board without a Meeting**

Following notice to all Directors of a proposed action and a reasonable opportunity for comment, discussion, and/or objection, any action which may be taken at a Board meeting may be taken without a meeting if written consent to a writing setting forth the action is provided by two-thirds (2/3) of the Board.

#### **Section 10. Parliamentary Procedure**

The Board shall use parliamentary procedure in its meetings. Any question concerning parliamentary procedure at meetings shall be determined by the Chair or designee, if need be by reference to Robert's Rules of Order.

### **Section 11. Removal.**

If, in the judgment of the Board, the best interest of the organization would be served thereby, any Director may be removed with or without cause, at any time, by vote of at least the number of Directors specified below:

- 2 Directors if the authorized number of directors is 3
- 3 Directors if the authorized number of directors is 4
- 4 Directors if the authorized number of directors is 5
- 5 Directors if the authorized number of directors is 6 or 7
- 6 Directors if the authorized number of directors is 8
- 7 Directors if the authorized number of directors is 9 or 10
- 8 Directors if the authorized number of directors is 11

Each Director must receive written notice of the proposed removal at least five (5) days in advance of the proposed action.

## **ARTICLE VI. OFFICERS**

The Officers of the Board shall be the Chair, Vice-Chair, Secretary and Treasurer. All Officers must have the status of active Directors.

### **Section 1. Chair**

Unless he/she delegates the role, the Chair shall preside at all meetings of the organization at which he/she is present. The Chair shall:

- a. Lead the Board and the organization and ensure that the Board's work is focused on PUSH's Vision and Mission.
- b. Establish meeting agendas.
- c. Represent, promote, and defend the organization to the community, in public, to the media, to other organizations, and to governments.

### **Section 2. Vice-Chair**

The Vice-Chair shall perform the duties of the Chair during the absence of the latter and shall assist the Chair in the performance of his/her duties. If the authorized number of directors is 3, there shall not be a Vice-Chair.

### **Section 3. Secretary**

The Secretary shall:

- a. Facilitate communication among and between Directors, Officers, the membership, and others.
- b. Provide notice, and timely distribute materials such as agendas and meeting minutes.
- c. Record or ensure the recording of minutes of meetings.
- d. Maintain the organization's records, including membership records.

#### **Section 4. Treasurer**

The Treasurer shall:

- a. Provide regular reports to the Board of the organization's financial status and keep the Board apprised of key financial events, trends, or concerns bearing on the organization's fiscal health.
- b. Facilitate the creation and maintenance of systems and financial policies to ensure the organization's ongoing solvency.

#### **Section 5. Election and Removal of Officers; Vacancies**

The Board shall elect Officers at the Annual Meeting of the members after the election of Directors at that meeting. The Board may remove an Officer by a majority vote. The Board may fill a vacancy in an Officer position by a majority vote.

### **ARTICLE VII. COMMITTEES**

The Board may create committees as needed. The Board appoints all committee chairs, except that if the Board cannot agree on a committee chair, then the Chair shall make the appointment.

### **ARTICLE VIII. – Conflicts of Interest**

Directors shall avoid and disclose all potential conflicts of interest that might benefit or appear to benefit the private interest of a Director at the expense of the organization or that might unduly influence or appear to unduly influence a Director's decisions with respect to the organization. After disclosure of a potential conflict the uninvolved Directors shall decide if a conflict of interest exists and shall take appropriate action. This paragraph is intended to supplement but not replace any applicable state and federal laws governing conflict of interest.

## **ARTICLE IX. AMENDMENTS**

The Board may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment(s) shall be given to each Director and made available to members at least five days before any meeting at which they will be voted upon.

## **ARTICLE X. INITIAL ADOPTION OF THE BYLAWS AND INITIAL ELECTION OF THE BOARD**

This Article X applies only to the organization's initial adoption of the Bylaws and to the initial election of the Board. Except for the last paragraph of this Article X (which shall be inapplicable and inoperative when it is no longer relevant), this Article shall be inapplicable and inoperative as of June 12, 2019.

These Bylaws shall initially be adopted by a majority vote of members in good standing who are present at the PUSH meeting on June 11, 2019. Members in good standing for purposes of that meeting shall be individuals who have signed a pledge of support for PUSH's Vision and Mission (on the form provided by PUSH), and who have paid at least \$5.00 to the organization or who have indicated in writing that they cannot afford to pay \$5.00.

At the PUSH meeting on June 11, 2019, members in good standing who are present and voting shall elect an initial Board of five Directors from among the members in good standing who are present at that meeting. A member in good standing may stand for election to a Director position if he/she is nominated by at least two members in good standing (one of whom may be the nominee his/herself). The nominee shall not be put forth as a candidate unless the nominee consents.

At the meeting, each nominee shall have an opportunity to speak to the membership (or to delegate someone to speak on his/her behalf) for up to 5 minutes to ask for members' votes. After the speeches, members in good standing will elect the Board using the OpaVote online system using Scottish STV ranked-choice voting rules.

After the election of the Board, the Board shall elect Officers.

Notwithstanding anything else in these Bylaws, the term on the Board of the Directors for those Directors who are elected by the initial Board to the positions of Chair, Secretary, and Treasurer on June 11, 2019 shall end on the day of the Annual Meeting of the members in January 2021. The term on the Board of the other two Directors elected on June 11, 2019 shall end on the day of the Annual Meeting of the members in January 2020.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 7 preceding pages, as the Bylaws of this organization.

ADOPTED AND APPROVED by the Board on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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Print Name:

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Print Name:

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Print Name:

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