

BYLAWS

OF

**THE LOWER EAST SIDE
PEOPLE'S MUTUAL HOUSING
ASSOCIATION, INC.**

Amended on June 28, 2018

ARTICLE I
NAME AND LOCATION OF CORPORATION

The name of this corporation is [THE LOWER EAST SIDE PEOPLE'S MUTUAL HOUSING ASSOCIATION, INC.] (the "Association"). The principal office of the Association shall be located at 228 East 3rd Street, New York, New York 10009.

ARTICLE II
MEMBERSHIP

Section 1 Initial Membership

Initial Association membership shall be granted by the incorporators, until such time as a Board of Directors (the "Board") shall have been appointed. Thereafter, membership shall be granted as described in Article II, Section 3 hereof.

Section 2 Composition and Size of the Association

A membership in the Association shall be granted to one or more persons, "Members", who meet the qualifications for membership in these Bylaws or in policies adopted by the Board pursuant to these Bylaws. Members are entitled to participate in the affairs of the Association in the manner described herein.

Section 3 Membership

There shall be two types of membership:

a) Resident Membership

Resident Membership shall be granted to persons who (I) have attained the age of 18 years, (II) have executed a residential lease with the Association and reside in a building owned by the Association or in a building operated by the Association that has been approved for membership.

b) Non-Resident Membership

Non-Resident Director Membership shall be granted to persons who (I) have attained the age of 18 years, (II) are elected by the Board to provide expertise, advise, counsel and support to the Association, ensuring that the Association operates in a publicly accountable, nonprofit manner aimed at maximizing the public benefit. Non-Resident Director Members may include, community leaders, professionals in real estate development and housing management, and other technical or financial resource persons as stipulated in Article IV, Section 1.b hereof.

Section 4 Resignation and Removal

The membership of any Resident Member shall be terminated (I) at such time as the lease existing between the Association and the Resident Member is terminated or (II) at such time as the Resident Member ceases to reside in a dwelling unit owned by the Association. No Resident Member may resign from the Association.

Any Non-Resident Director Member may resign from the Association by submitting a written resignation to the President or Secretary of the Association, which resignation, unless a contrary indication is contained, therein, shall become effective upon and from the date of receipt thereof. Any Non-Resident Director Member may be removed from membership in the Association by the affirmative vote of two-thirds of the Directors then in office for conduct detrimental to the interest of the Association and its objectives. Any such member must be notified at least 10 (ten) days in advance of the meeting at which the Board will consider terminating that person's membership and shall be entitled to attend and be heard by the Board at such meeting.

ARTICLE III **MEETINGS OF THE ASSOCIATION**

Section 1 Place of Meetings

Annual and special meetings of the Association shall be held within New York City at a place designated by the Board.

Section 2 Meetings

a) Annual Meetings

The first annual meeting of the Association shall be held within one (1) year following the appointment of the initial Board. Thereafter, the annual meetings of the Association shall be held yearly at a time and place designated by the Board of Directors. During any annual meeting, and in accordance with the rules duly adopted by the Board for the conduct of such meeting, any member may propose resolutions regarding the conduct of the Association's business and the future guidance and direction of the Board, the Resident's Council and the standing committees.

b) Special Meeting

The notice of any special meeting shall state the time, place and agenda items for such a meeting. No business other than that specified in the notice shall be transacted at any special meeting. During any special meeting, and in accordance with the rules adopted by the Board for the conduct of such meeting, any member may propose resolutions directly related to the agenda items specified in the notice of meeting regarding the conduct of the Association's business and the future guidance and direction of the Board, the Resident's Council and their standing committees.

Section 3 Notice of Meetings

It shall be the duty of the Secretary to notify members by mail of each annual or special meeting. The notice will state the purpose, time and place where the meeting is to be held and shall be mailed or distributed at least ten (10) days, but not more than thirty (30) days, prior to such a meeting.

Section 4 List of Members

The Secretary shall prepare and make, at least ten days before every meeting of members, a complete list of the members entitled to vote at such meeting, arranged in alphabetical order, with the address of each such member. Such list shall be open to the examination of any member for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within New York City specified in the notice of the meeting, or if none is so specified, at the place where the meeting is to be held, and shall be produced and kept at the same time and place of the meeting during the whole time thereof and subject to the inspection of any member who may be present.

Section 5 Quorum

At each annual or special meeting, the presence of persons constituting at least ten (10) percent of the members of the Association entitled to cast ballots shall constitute a quorum for the transaction of business.

Section 6 Voting

At each annual or special meeting, each member of record ten (10) days prior to the meeting, may cast one indivisible ballot on each issue to come before the meeting. Unless otherwise specified in these bylaws, a majority of ballots cast on any issue during any such meeting at which a quorum is present shall determine the issue; provided, however, that only one resident member per unit will be entitled to cast a ballot at any annual or special meeting. Any Resident Member more than forty days delinquent in the payment of the monthly rental fee, in whole or in part or delinquent with Income Re-certification, will have all voting privileges (building Committee, Residents' Council, Board of Directors) suspended until they come current with their obligations.

Section 7 Proxies

No voting by proxy will be allowed.

ARTICLE IV
BOARD OF DIRECTORS

Section 1 Composition and Number

The business of the Association shall be directed by a Board of Directors composed of not less than nine (9) not more than thirteen (13) persons; from the following two categories (each, a "Director"):

a) Resident Directors

Not less than five (5) not more than seven (7) Resident Directors elected by the full membership who must be in good standing with the Association (no rent arrears of forty days or more, compliance with re-certification where applicable).

b) Non-Resident Member Directors

Not less than four (4) not more than six (6) Non-Resident Member Directors from any of the following sub-categories:

1) Persons living within the boundaries of Community Board #3 who have demonstrated interest and commitment to low-income housing;

2) Persons selected by the Board from professional city-wide housing development groups;

3) Persons selected by the Board from a New York City not-for-profit housing group or from another New York City Housing not-for-profit organization which as Section 501 (c)(3) status and has its headquarters within New York City; and

4) Persons selected by the Board with particular demonstrable technical or financial expertise necessary to the optimum functioning of the Association.

Section 2 Powers

The Board shall exercise all of the powers of the Association, except those otherwise conferred or reserved by law, by the certificate of Incorporation, or by these Bylaws and except those delegated by the Board in accordance herewith.

Section 3 Sale of Material Real Property

No proposal for the sale of material real property of the Association shall take effect until any and all regulatory agreements with the City of New York have expired, and only then when approved by the vote of two-thirds (2/3) of the members of the Board present and voting and subsequently approved by a majority vote of Members of the Association present and voting at a special meeting called for such purpose.

Section 4 Election and Terms of Office

Each of the Resident Directors shall be elected by the full membership at the annual meeting each year. **Requests for nominations will be sent to the membership and must be received no later than 60 days prior to the annual meeting date.** Resident Directors shall serve staggered terms (4 Directors shall be elected to serve 2 year terms and 3 Directors shall be elected to serve 3 year terms). Non-Resident Directors shall be appointed to serve an open ended term at the pleasure of the Board.

Section 5 Successive Terms

There are no limits on successive terms at this time.

Section 6 Vacancies

The Board shall fill any vacancy on the Board resulting from death, resignation or removal of any Director for the balance of the Director's term, if any.

Section 7 Resignation and Removal of Directors

Any Director may resign from the Association by submitting a written resignation to the President or Secretary of the Association, which resignation, unless a contrary indication is contained therein, shall become effective upon and from the date of receipt thereof.

Any Director may be removed from membership of the Board by the affirmative vote of 2/3 of the Directors then in office (exclusive of the Director subject to removal) for conduct detrimental to the interest of the Association and its objectives. Failure to attend less than fifty (50) percent of the meetings held in any calendar year or any 3 consecutive meetings, inter alia, shall constitute conduct detrimental to the interests of the association and its objectives. Any director proposed to be removed shall be entitled to at least ten (10) days of notice in writing by mail of the meeting of the Board at which time such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

Section 8 Compensation

No compensation shall be paid to Directors for their services as Directors, but the Board may provide for the reimbursement of reasonable expenses incurred by a Director in the conduct of its duties.

Section 9 Meetings

The Board shall meet as often as necessary, but in any event, not fewer than six (6) times per year.

Section 10 Quorum and Manner of Acting

At each meeting of the Board, the presence in person of a majority (fifty percent plus one) of the Directors then serving shall constitute a quorum for the conduct of business. Except as otherwise specifically provided in these Bylaws, the acts of a majority of the directors present in person at a meeting at which a quorum is present shall be acts of the Board. Any one or more, or all the Directors may participate in a meeting of the Board of Directors through teleconferencing, videoconferencing, electronic communications or other available technology which allows the Directors to communicate simultaneously or sequentially. Participation in a meeting pursuant to this subsection constitutes presence in person at such meeting.

Section 11 Committees

The Board shall have standing and special committees as may be established by these Bylaws or by resolution adopted by the Board. The President of the Board shall appoint the chairperson of each committee. These special committees shall have only the powers specifically delegated to them by the Board. The standing committees shall include the Executive Committee, the Finance Committee and the Resident Selection Committee.

a) Executive Committee

There shall be an Executive Committee whose membership shall consist of the officers of the Board (President, Vice President, Secretary and Treasurer). During periods between scheduled Board meetings, the Executive Committee shall be empowered to conduct the ordinary and necessary business of the Association, and such other business as the Board may, from time to time, delegate to the Committee. The Committee shall give a report of its activities at each Board meeting.

b) Finance Committee

There shall be a Finance Committee whose membership shall be determined by the Board and which shall perform duties as may be established by resolution of the Board from time to time.

c) Resident Selection Committee

A Resident Selection Committee shall be formed consisting of at least two (2) resident council and or resident board members in good standing (no rent arrears of forty days or more, no non-compliance with income re-certification). The Committee shall be responsible for reviewing the completed application, interviewing and conducting a home visit. At least one member should review an application, be present during an interview and a home visit. If no member can make any of the above within a three-day time frame then the Association has the right to continue with the interview and home visit without the Committee. The Association is authorized to select the new tenant without prior approval of the Selection Committee. The Committee is responsible for conducting an orientation of Mutual Housing if the applicant is accepted for an apartment. If a member of the Committee is related to or has a personal relationship with an applicant that member shall not participate in any decisions regarding that applicant. (The Committee will also review transfers with the same criteria as above.)

Section 12 Employees of the Association

The Board shall employ the Executive Director of the Association, whose job description and salary shall be determined by the Board. The Executive Director shall select the other employees who shall be hired subject to job descriptions, salary ranges and hiring procedures adopted by the Board.

Section 13 Board of Advisors

The Board may appoint from time to time any number of persons as advisors to the Association, to act either singly or as a committee or committees. Each such advisor shall hold office during the pleasure of the Board, and shall have such authority and obligations as the Board may from time to time determine.

No such advisor of the Association shall receive any salary, compensation or emolument for any service rendered to the Association, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Association.

Section 14 Written Consent in Lieu of the Meeting

Any action required or permitted to be taken at any meeting of the Board or of any committees may be taken without a meeting if a written consent or consents thereto shall be signed by 2/3 of the Directors or members of the committee, as the case may be, provided that such written consent or consents are filed with the minutes of its proceedings at the first meeting of the Board of Director's following such written consent.

ARTICLE V **OFFICERS**

Section 1 Designation

The Officers of the Association shall be the President, Vice President, Secretary, Treasurer, and such other officers as the Board may from time to time elect.

Section 2 Election of Officers

The Board shall elect the Officers of the Association annually. The election shall take place at the first meeting of the Board following the annual meeting of the Association. Each Officer shall hold office at the pleasure of the Association.

Section 3 Successive Terms

There shall be no limitation on successive terms at this time.

Section 4 Resignation and Removal of Officers

Any Officer may resign office upon written notice to the Board. Upon resolution adopted by a majority of the Directors, any Officer may be removed and a successor elected at any meeting of the Board.

Section 5 President

The President shall preside at all meetings of the Board, the Executive Committee and of the Association. The President shall carry out all functions required of the President by these Bylaws, and shall perform such other duties as from time to time may be assigned to the President of the Board.

Section 6 Vice President

The Vice President shall take the place of the President and perform the President's duties whenever the President shall be absent or unable to act, and such duties as the President or the Board may, from time to time, delegate. If neither the President nor the Vice President is able to act, the Board may appoint some other member of the Board to do so on an interim basis.

Section 7 Secretary

The Secretary shall see that correct and complete minutes of all meetings of the Board, the record of memberships, and the minutes of all meetings of the Association are kept. The Secretary shall serve all notices of meetings of the Association within the times established in these Bylaws. The Secretary shall attend to such correspondence as may be required and shall perform all duties incident to the office of Secretary of the Board.

Section 8 Treasurer

The Treasurer shall a) oversee the charge or custody of , and the responsibility for, all funds and securities of the Association, and the deposit of all such funds in such banks, trust companies or other depositories as shall be selected by resolution of the Board, b) oversee the receipt of, and the giving of receipts for, monies due and payable to the Association from any source whatsoever; c) see that correct and complete books and records of the Association's accounts and transactions are kept in accordance with generally accepted accounting principles; d) see that all expenditures are made in accordance with the procedures duly established, from time to time, by the Association; e) be responsible for the presentation of financial statements to the Board when called upon to do so, and give a full financial report at each annual meeting of the Association; f) sign such documents as require the signature of the Treasurer; and g) in general, perform all duties incident to the office of Treasurer and such other duties as the President may, from time to time, assign. The Treasurer shall give a bond for the faithful discharge of these duties, in such sum and with such sureties as the Board shall determine unless the Board shall by resolution determine otherwise.

ARTICLE VI
RESIDENTS' COUNCIL

Section 1 Composition and Number

If the Residents so choose, the Residents' Council shall consist of those Resident Members who have been elected to be Resident Representatives. There will be one (1) Resident Representative from each Participating Building with 5 or more dwelling units.

Section 2 Powers

The Residents' Council shall recommend any changes to the house rules, and serve an advisory and intermediary role on issues affecting the members or the Association to be presented to the Board. The Residents' Council shall exercise all other powers conferred by the Board or by these Bylaws.

Section 3 Election and Terms of Office

The Resident Representatives of each Participating Building shall be elected by a majority vote of the Building Resident's Committee (described below) of such building. The term of office for each Resident Representative shall be 3 years. Resident Representatives shall serve until the meeting electing their successors shall have been adjourned.

Section 4 Successive Terms

There will be no limitation on successive terms at this time.

Section 5 Resignation and Removal

Any Resident Representative may resign from the Residents' Council by submitting a written resignation to the Residents' Council, which resignation, unless a contrary indication is contained therein, shall become effective upon and from the date of receipt thereof.

Any Resident Representative may be removed from membership of the Residents' Council by the affirmative vote of 2/3's of the Resident Representatives then in office (exclusive of the Resident Representative subject to removal) for conduct detrimental to the interest of the Association and its objectives. Failure to attend less than fifty (50) percent of the meetings held in any calendar year or any 3 consecutive meetings, inter alia, shall constitute conduct detrimental to the interests of the Association and its objectives. Any Resident Representative proposed to be removed shall be entitled to at least ten (10) days notice in writing by mail of the meeting of the Residents' Council at which time such removal is to be voted upon and shall be entitled to appear before and be heard by the Residents' Council at such meeting.

Section 6 Compensation

No compensation shall be paid to Resident Representatives for their services as Resident Representatives, but the Residents' Council may in its sole discretion provide for the reimbursement of expenses incurred by a Resident Representative in the conduct of his or her duties.

Section 7 Meetings

The Residents' Council shall meet as often as necessary but there is no minimum meeting requirement.

Section 8 Quorum and Manner of Acting

At each meeting of the Residents' Council, the presence of a majority of the Resident Representatives shall constitute a quorum for the conduct of business. Except as otherwise specifically provided in these Bylaws, the acts of a majority of the Resident Representatives present at a meeting at which a quorum is present shall be the acts of the Residents' Council.

Section 9 Officers

a) Designation

The Officers of the Residents' Council shall be Chairperson, Vice-Chairperson, Secretary/Treasurer.

b) Election of Officers

The Residents' Council shall elect the Officers of the Council annually. The election shall take place at the first meeting of the Council following the annual meeting of the Association. Each Officer shall hold office at the pleasure of the Council.

c) Successive Terms

There will be no limitation on successive terms at this time.

d) Resignation and Removal of Officers

Any Officer may resign office upon written notice to the Council. Upon resolution adopted by a majority of the Directors, any Officer may be removed and a successor elected at any meeting of the Council.

e) Chairperson

The Chairperson shall preside at all meetings of the Residents' Council. The Chairperson shall carry out all functions required of the Chairperson by these Bylaws, and perform such other duties as from time to time may be assigned to the Chairperson by the Council.

f) Vice Chairperson

The Vice Chairperson shall take the place of the Chairperson and perform the Chairperson duties whenever the Chairperson shall be absent or unable to act, and such duties as the Chairperson or the Council may, from time to time, delegate. If neither the Chairperson nor the Vice Chairperson is able to act, the Council may appoint some other member of the Council to do so on an interim basis.

g) Secretary/Treasurer

The Secretary/Treasurer shall see that correct and complete minutes of all meetings of the Residents' Council, the record of memberships and the minutes of all meetings of the Residents' Council are kept. The Secretary/Treasurer shall serve all notices of meetings of the Residents' Council within the times established in these Bylaws. The Secretary/Treasurer shall attend to such correspondence as may be required and shall perform all duties incident to the office of Secretary of the Council. The Secretary/Treasurer shall monitor the request and or disbursement of funds and keep regular records of same.

Section 10 Committees

The Residents' Council may create committees as it deems necessary in order to manage its responsibilities. Decision of these committees will be appealable to the Residents' Council and further appealable to the Board.

ARTICLE VII
BUILDING RESIDENTS' COMMITTEE

Section 1 Purpose

If the Residents so choose, a Building Residents' Committee shall be established in each Participating Building for the purpose of recommending operating policies, planning and overseeing maintenance and improvement, monitoring compliance with terms of resident membership, and coordination of events and activities.

Section 2 Relationship with Residents' Council

The Building Residents' Committee of each Participating Building shall elect its Resident Representative to the Residents' Council. The Building Residents' Committees, individually and collectively, shall also have the right to make recommendations to the Residents' Council on policies which relate to its operation, improvement, maintenance and related budgets of the Association.

Section 3 Meetings

Each Building Resident's Committee shall meet as often as necessary but there is no minimum meeting requirement.

Section 4 Quorum and Manner of Acting

At each meeting of each Building Residents' Committee, the presence of a majority of residents shall constitute a quorum for the conduct of business. Except as may otherwise be provided for in these Bylaws, the acts of a majority of the residents present at a meeting at which a quorum is present shall be the acts of each Building Residents' Committee.

Section 5 Organization

Upon a building becoming a Participating Building, an organizational meeting of all the resident members of that building will be held. At such meeting an organizational committee shall be established by those present to develop a Building Residents' Committee plan to be presented to the Board for their review and approval within forty-five (45) days.

Section 6 Vacancies

The Building Residents' Committee shall fill any vacancy on the Residents' Council resulting from the death, resignation, removal of any Representative originally elected by such Building Residents' Committee.

ARTICLE VIII **FINANCIAL MANAGEMENT**

Section 1 Fiscal Year

The fiscal year of the Association shall end at the end of each calendar year, or at such other time as may be fixed by resolution of the Board.

Section 2 Books and Records

The books and records of the Association shall be available at the principal office of the Association for inspection at reasonable times by the Representatives and by their duly authorized agents or attorneys.

At close of each fiscal year, the books and records shall be audited by a certified public accountant.

Section 3 Execution of Corporate Documents

The Board may authorize by resolution any Officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed or endorsed by such Officer or Officers, agent or agents, of the Association in such a manner as shall, from time to time, be determined by resolution of the Board.

Section 4 Deposits and Accounts

The funds of the Association may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds, or other securities, as the Board may deem desirable.

All funds of the Association, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board may select, or as may be selected by any Officer or Officers, agent or agents of the Association to whom such power may, from time to time, be granted by the Board. For the purpose of deposit or collection for the account of the Association, any checks, drafts, or other orders for the payment of money payable to, or to the order of, the Association may be endorsed, assigned, and delivered by any Officer or agent of the Association.

ARTICLE IX **NOTICES**

Section 1 Waiver of Notice

Whenever any notice is required to be given by law, the Certificate of Incorporation or these Bylaws, a written waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice. Neither the business to be translated at, nor the purpose of any regular or special meeting of members, the Board, the Residents' Council or any committee of the Board or the Residents' Council need be specified in any written waiver of notice unless so required by law, the Certificate of Incorporation or these Bylaws.

Section 2 Attendance at Meeting

Attendance of a person in person at any meeting, whether of the Association, the Board, the Residents' Council or any committee thereof, shall constitute a waiver of notice of such meeting except when such person attends such meeting, for the express purpose of objecting, and objects at the beginning of the meeting, to the transaction of any business on the ground that the meeting is not legally called or convened.

ARTICLE X **AMENDMENTS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by 2/3 of the ballots cast at an annual meeting or special meeting of the Association, provided that a copy of the proposed amendment is mailed to all members with the notice of meeting provided under Article III, Section 3, or

These Bylaws may be amended by the affirmative vote of 2/3 of the Directors in office at any meeting of the Board, or by the members of the Association at a meeting duly called for the purpose of amending these Bylaws, providing notice of the proposed amendment and the exact language of amendment has been included in the notice of meeting.

ARTICLE XI
EQUAL OPPORTUNITY

The Association shall not engage in any discrimination prohibited by law in employment or the provision of services.

ARTICLE XII
ORGANIZATIONAL SOLIDARITY

The City of New York and CB#3 were instrumental in the founding of this organization, and these organizations share the goal of creating and preserving permanent and affordable housing opportunities for low and moderate income families. These organizations will work together in any way that will achieve this goal and otherwise advance the interests of low and moderate income people.

ARTICLE XIII
RULES AND REGULATIONS

The Rules and Regulations for all residents which are signed along with the resident lease are attached and incorporated into these Bylaws.

Rules and Regulations of the Association may be amended by the affirmative vote of 2/3 of the directors in office at any regular meeting of the Board.