

# **Grand Rapids Alliance of Cooperative Communities**

## **Bylaws**

(As proposed for ratification in October 2025)

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### **PREAMBLE**

#### **Low income housing provider**

Grand Rapids Alliance of Cooperative Communities, hereinafter referred to as “GRACC” or “the organization,” is dedicated to providing affordable housing to low income members of the community. It is operated in harmony with and compliance with the IRS Revenue Procedure 96-32, to successfully operate in a manner which meets requirements for non-profit tax exemption, 501(c)(3) status.

#### **Statement of Cooperative Identity**

GRACC, as a housing cooperative organization, follows the general principles of cooperation modeled after those established by the International Cooperative Alliance:

Definition: A cooperative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly-owned and democratically controlled enterprise.

Values: Cooperatives are based on the values of self-help, self-responsibility, democracy, equality, equity, autonomy, and solidarity. In the tradition of their founders, cooperative members believe in the ethical values of honesty, openness, social responsibility, and caring for others.

### **Principles**

The co-operative principles are guidelines by which cooperatives put their values into practice:

**Voluntary & Open Membership.** Membership in a co-op shall be voluntary and non-discriminatory. All who can use its services and agree to share in the responsibilities required to run the co-op shall be eligible to join, regardless of race, sex, age, spirituality or religious affiliation, national origin, gender identity, sexual orientation, mental or physical disability, disease status, political beliefs, cultural identity, marital status, or family structure.

**Cooperation.** A means to provide a healthy, sustainable lifestyle with a group to aid in the progression of a movement that inspires every one's membership in a cultivated, aligned cause. GRACC shall actively cooperate on practical matters with other cooperatives at local, national , and international levels, to further serve their members and their communities.

**Neutrality.** Cooperatives remain neutral in questions of partisanship and religion.

**Democratic Member Control.** Cooperatives are democratic organizations controlled by their members, who actively participate in setting their policies and making decisions. Individuals serving as elected representatives are accountable to the membership In primary co-operatives members have equal voting rights (one member, one vote), and co-operatives on other levels are also organized in a democratic manner.

**Education.** Cooperatives shall constantly educate their members, employees, and the public in the principles and practices of cooperation, both economic and democratic.

**Concern for Community.** Cooperatives work for the sustainable development of their communities through policies approved by their members.

**Continuous Expansion.** Our cooperatives shall support the continuous expansion of GRACC and the cooperative movement, in order to best serve the community.

## **Chapter 1: Membership**

### **1.1** *Membership in GRACC.*

#### **1.1.1** *Residential membership.*

Contingent upon a valid membership agreement with the organization, payment of applicable fees and dues, and honoring the conditions of the policy handbook. All members in good standing are able to participate in the democratic decision making process and establish seniority within the organization.

Residency at any GRACC property shall be contingent upon a full membership status and a valid occupancy agreement with any of the organization's member houses.

**1.1.2 Members-At-Large.**

Membership held by individual who has been voted in by the co-op membership and does not reside in a house owned by the organization, granting rights and privileges of a resident member with the exception of voting on individual member-house changes. Members-At-Large may vote in the general assembly.

**1.2 Admitting new members.**

The Board of Directors shall establish regulations and provide procedures for admitting new members and for terminating membership. New members must fill out and submit an Income Disclosure Form on a form required by the Board of Directors, and such form must demonstrate an income level for the applicant which will allow GRACC to continue to provide its affordable housing to those community members who fall into the income categories required by Rev. Proc. 96-32. There shall be no discrimination based on race, sex, age, spirituality or religious affiliation, national origin, gender identity, sexual orientation, mental or physical disability, disease status, political beliefs, cultural identity, mode of employment, marital status, family structure, in the admission of new members or in the termination of membership. Each new member shall pay a security deposit and GRACC membership fee, the amount of which shall be fixed by the Board of Directors, and Scholarship Fund fee.

**1.3 Termination of membership.**

The Board of Directors may terminate, or provide procedures for the termination of the membership of any person violating any provisions of their membership contract and/or lease agreement.

**Chapter 2: Business and Finance**

**2.1 Power of governance.**

The business and other affairs of this organization shall be managed by a Board of Directors (hereinafter called the "Board"). The actions of the Board, the Articles of Incorporation, and these Bylaws shall be binding on all members of the organization.

**2.2 Fiscal year.**

The fiscal year of the organization shall begin on the first day of January and end on the last day of December of the same year.

**2.3 Open books.**

The books and records of the organization may be examined by request of any member of the organization or their agent or attorney.

**2.4 No compensation by others.**

No officer or other member acting as an agent of the organization shall accept payments from any other organization for the performance of their duties, except with the express consent of the Board.

**2.5 Bonding.**

The officers of this organization and any other members who have charge of money on behalf of the ICC or any of its Houses shall be bonded, the amount of the bond to be determined by the Board.

### **2.6 Compensation of Board members or committee chairs.**

Board members shall pay the same housing charges as all other residents in the house in which they live, without any special discounts because of their role as a board member.

## **Chapter 3: Board of Directors**

### **3.1 Membership of the Board.**

The board shall be composed of duly elected representatives of each house, officers of the board (executive committee), officers of board committees, and may include elected members of the community at large who are capable of assisting GRACC to achieve its goals.

#### **3.1.1 House Representatives.**

Each House shall be entitled to one (1) House Representative seat, plus one (1) additional seat for each ten (10) bedrooms contained within that House, up to a maximum of three (3) total seats. The total number of representatives shall be determined based on the official bedroom count as recorded by the Cooperative.

For reference:

- A House with 1–9 bedrooms shall have one (1) Representative.
- A House with 10–19 bedrooms shall have two (2) Representatives.
- A House with 20 or more bedrooms shall have three (3) Representatives.

### **3.2 House representatives.**

All house representatives shall preside at their house meetings, shall be the chief executive officers of their respective houses and shall perform other duties assigned them by act of the Board or of their house.

### **3.3 Election.**

A house's representative(s) shall be elected at a house's house meeting in September for a 12 month term beginning October 1st. The Board draws from current Board Members to fill officer roles: President (Trustee), Vice President, Treasurer, Secretary, Director of Membership, Director of Maintenance, and any other officer positions identified by the Board. The Board may draw from the general membership to fill an officer position. A house may remove its representative(s) in accordance with its handbook.

### **3.4 Attendance.**

A house representative shall be required to have attended one of the previous two board meetings in order to be a voting member of the board. This shall not apply to the first board meeting of a representative's term, as their voting privileges in their first meeting shall be in full.

### **3.5 Residence.**

House representatives must reside or board in a GRACC property during the term for which they are elected in order to be a voting member of the Board.

### **3.6 Recall.**

Each member shall be subject to recall by a special meeting. Any vacancy among the members of the Board shall be filled as soon as possible, by the same method as ordinarily used to fill it.

### **3.7 Responsibilities of House Representatives.** Each House Representative shall serve as:

- a) Ambassador: facilitating communications between their respective house and the board. Representing the interests and needs of the house. And communicating board requests for input and communicating board decisions with their house.
- b) Collaborator: to assist with collaboration circles of the board to which the House Representative shall be appointed by the board
- c) Advocate: being available to house members who have questions. To report on the affairs of the house and to raise issues at the house meeting and/or board meeting respective to the area of concern. Coordinate facilitation of house meetings, Member Mediations and Member Reviews, and community building & engagement activities.

### **3.8 Powers of the Board.**

The Board may administer the affairs of the organization and exercise all powers of the organization, except those reserved to the houses or to the members of the organization in Annual or Special Meetings, as given under the laws of the State of Michigan, and the Articles of Incorporation, or these bylaws.

### **3.9 Specific Powers of the Board.**

The Board shall have sole power:

- a) to authorize the purchase, sale, mortgage, transfer, or acceptance of real property on behalf of the organization;
- b) to accept gifts;
- c) to borrow money and issue promissory notes or bonds of the organization for the repayment thereof, and to mortgage, pledge, or otherwise grant security interests in any and all property of the organization, both real and personal, as security for debts and undertakings of the organization;
- d) to purchase or sell personal property incident to the purchase or sale of any real property;
- e) to control and administer the Development Fund, the organization Scholarship Fund and any other funds which the Board may establish;
- f) to authorize the purchase of personal property or enter into any contract, in the name of the organization, for the administration of the organization; and
- g) to authorize the assessment of all members or co-ops to meet the estimated expenses involved in managing the organization. The Board must follow guidelines (financial and physical) passed by the General Membership to purchase, sell or lease Real Property. Guidelines may be defined or amended at any Regular or Special meeting of the General Membership. Any intention of purchasing or leasing real property must be publicized to the GRACC Membership within 24 hours of the decision by the Board

according to standards set by these bylaws. Members may call for a special meeting to repeal the decision by following the standards set by these bylaws . For the sale of property, approval by vote of the full membership of GRACC shall be required.

### **3.10** *Other powers of the Board.*

The Board shall also have the power to:

- a) set up committees, direct their activities, appoint chairpersons to them, and determine work credit to be given to organization officers and others doing work for the organization;
- b) arbitrate any disputes between Houses of the organization;
- c) terminate the membership of individuals according to procedures established by the Board
- d) interpret the Articles of Incorporation and these Bylaws
- e) call Special Meetings of the Membership as provided in Section 7.21.

### **3.11** *Supervision in the event of dissolution.*

The Board shall, in the event of dissolution of the organization, supervise the distribution of the remaining assets of the organization according to the Articles of Incorporation and shall have the power to appoint new Directors as vacancies arise.

### **3.12** *Meetings of the Board.*

Meetings of the Board shall be open to all members of the organization and are to be facilitated by the President. Fifty percent of the Directors then in office shall constitute a quorum required for the transaction of business. Regular meetings of the Board shall be held at times and places to be determined by the Board. Meetings may be called by any two Directors.

### **3.13** *Special meetings of the Board and referendums.*

The President may call a special meeting of the Board and shall do so whenever requested by one-half of the Directors, or by twenty percent of the membership of the organization. Fifty percent of the Directors then in office shall constitute a quorum required for the transaction of business.

### **3.14** *Procedures of the Board.*

The Board may establish rules to govern its affairs and the administration of the organization. All rules must be documented and accessible for all GRACC members to view.

### **3.15** *Compliance with Fair Housing Laws.*

All Board members, officers, and committees of GRACC shall uphold and ensure compliance with all applicable federal and state fair housing laws. This includes, but is not limited to, the **Federal Fair Housing Act (42 U.S.C. § 3604 et seq.)** and the **Michigan Elliott-Larsen Civil Rights Act (MCL 37.2101 et seq., including MCL 37.2502)**. Board members must ensure that all policies, admissions, housing practices, and member interactions adhere to these laws, and that no discrimination occurs based on race, color, religion, sex, national origin, familial status, disability, gender identity, sexual orientation, or other protected classes.

## **Chapter 4: Executive Officers: Their Duties**

### **4.1** *Executive Officers.*

The executive officers of Grand Rapids Alliance of Cooperative Communities shall be the President, Vice President, Treasurer, Secretary, and Education Director.

#### **4.2** *President.*

The Chair shall be the chief executive officer of the organization, having general supervision of all corporate affairs; shall preside at all meetings of the membership and meetings of the Board of Directors; shall execute all documents and reports required by law and as directed by the Board; shall have custody of money together with the Secretary/Treasurer; and shall report at each Annual Meeting of the organization.

#### **4.3** *Treasurer.*

The Treasurer shall be the business and finance officer of the organization and shall report regularly to the Board on the financial condition of the organization; shall attend all Annual and Special Meetings of the membership, and all meetings of the Board. The Treasurer shall also be responsible for monitoring and evaluating the financial management of the organization by staff, if any. The Treasurer shall perform all duties of the Vice President in the absence or disability of the Vice President.

#### **4.4** *Secretary.*

The Secretary shall attend all Annual and Special Meetings of the membership, and all meetings of the board; shall record the minutes of all such proceedings in books kept for that purpose; shall serve all notices and sign all reports and documents as directed by the Board and shall execute all documents and reports required by law. In addition, the Secretary shall coordinate meetings and activity of the advisory board. The Secretary shall maintain a list of all active and former members of the organization.

#### **4.5** *Vice President.*

The Vice President shall execute tasks assigned to them by the President and drive independent initiatives and delegate tasks aligned with GRACC objectives. Additionally, the Vice President may be assigned to head committees or lead and facilitate meetings to ensure that they function smoothly and meet their objectives. The Vice President will report regularly to the Board. The Vice President shall perform all duties of the President in the absence or disability of the President.

### **Chapter 5: Directors, Appointment and Recall**

#### **5.1** *Operations Professional.*

The Operations Professional is a paid position to serve the Board and GRACC. This position may not be filled by any current member nor any former member of GRACC. The Operations Professional is a member of staff only, and must be an outside individual. This position shall be appointed by contract with the Board.

#### **5.2** *Filling vacancies.*

Any special vacancy, whether among the elected or appointed officers, shall be filled, as soon as possible, in exactly the same manner as would the same vacancy when caused by the expiration of a

term of office. All board members, appointed or elected to fill a special vacancy shall serve the remainder of the term of that position.

### **5.3 *Executive Committee.***

The President, Vice President, Treasurer, Secretary, and Education Director shall constitute the Executive Committee, which shall meet regularly between board meetings to plan the agenda for the next meeting as well as conduct Board business regarding matters that are of a timely manner and cannot reasonably wait until the next scheduled Board meeting. These actions will be discussed at the next Board meeting by the Secretary. The Executive Committee will schedule reports from organization committees which are to be written and distributed with the agenda several days before the Board meetings.

## **Chapter 6: Management by Cooperatives**

### **6.1 *Assignment of responsibilities by the Board.***

The Board may assign management responsibilities to committees comprised of members in any portion of the residence and/or boarding operation of the organization.

### **6.2 *Extent of delegated responsibilities.***

The governance and administration of individual houses shall be left to the members of the respective houses insofar as their actions do not jeopardize the interests of the GRACC membership as a whole or the interests of other houses.

### **6.3 *Management responsibilities of the co-ops.***

The houses shall be responsible for managing the residence and boarding operations of the organization. They shall each be responsible for:

- 1) enforcing membership contracts;
- 2) collecting fees as fixed by the Board;
- 3) supervising and providing for the maintenance of all real and chattel property to standards provided by the Board;
- 4) keeping records of membership meetings and transactions within the house;
- 5) instructing its members in the philosophy and operation of cooperatives;
- 6) coordinating the purchase of food and supplies;
- 7) maintaining house books according to standard organization operating procedures; and
- 8) bringing to the attention of the Board matters of concern to the organization.

## **Chapter 7: Membership and Special Meetings**

### **7.1 *General Assembly***

The General Assembly, our annual all-membership meeting, shall be held the Sunday on or before October 12th. The time and location shall be set by the Board of Directors.

### **7.2 *Special meetings and polls of the members.***

Questions of particular importance may be decided by consent of the general membership which shall be called a Special Meeting.

**7.2.1** *Call for meeting.*

The President shall call a Special Meeting at the instruction of the Board, or upon receipt of a petition for such a meeting signed by twenty percent of the membership.

The instruction or petition initiating the Special Meeting shall clearly specify the business to be transacted.

**7.2.2** *Place and time.*

The President shall determine the time and place at which the meeting shall occur. The meeting shall not occur less than seven days, or more than twenty days, after receipt of the instruction or petition.

**7.3** *Notice of meetings.*

Notice for a Membership Meeting or Special Meeting shall be given by posting conspicuous announcements in each house and by online communication not fewer than seven days before the time set for the meeting. The announcements shall specify the time, place and agenda for the meeting. The written declaration of the Secretary and President that required notice has been given shall be sufficient evidence of such notice.

**7.4** *Powers of the members at meetings.*

The membership in Membership or Special meetings may exercise any of the powers granted it herein. The membership in Membership or Special meetings shall have power to recall any elected officer before expiration of their term and shall have power to amend either the Articles of Incorporation or these Bylaws.

**7.5** *Decision making.*

Each member present at the meeting shall have one vote on each question. Voting by proxy shall not be permitted. All questions shall be decided by a simple majority of votes cast, except amendments to the Articles of Incorporation, which shall require a two-thirds majority of the votes cast.

**7.6** *Other provisions.*

The Board may provide further for the conduct of Special meetings.

**Chapter 8: Amendments**

**8.1** *Mechanisms of amendment.*

These Bylaws and the Articles of Incorporation may be amended or repealed in any of the following manner:

**8.1.1** By a majority vote of the members at a general membership meeting or special meeting duly called for the purpose of adopting, repealing, or amending the Bylaws. Quorum at such meetings shall be a number of members greater than 50% of the total membership. Members may participate and vote through the internet.

**8.1.2** By unanimous vote by the Board of directors, so long as Bylaw changes do not grant

additional powers to the Board over the Membership.

**8.1.3** Board Members may vote via a poll to be posted by the Board Secretary to the organization's internal communications app within 72 hours of a board meeting when quorum was not met at a meeting.

## **Chapter 9: Supremacy Clause**

**9.1** All policies and directives established by these By-Laws, the Articles of Incorporation, valid membership referenda, regular all- membership meetings, valid decisions of the GRACC Board of Directors shall be binding on the Organization in the following descending order of supremacy:

- A. The Articles of Incorporation
- B. The GRACC By-Laws
- C. Valid individual membership referenda and regular all-membership meetings.
- D. Decisions of the GRACC Board of Directors.
- E. Presidential actions
- F. Committee actions exercising specifically delegated responsibilities.
- G. Staff functions as designated by the above.