

Bylaws of the MSU-SHC

Article I. NAME

The name of this organization shall be known as the MSU Student Housing Cooperative, Inc. henceforth referred to as the SHC.

Article II. PURPOSE AND PRINCIPLES

The purpose of the SHC shall be to provide high-quality, low-cost, not-for-profit cooperative housing and educational opportunities to very low- to moderate-income people*, to promote the concept of cooperative living and to uphold the Rochdale Principles of Cooperation. [*\(Very low- to moderate-income as defined by HUD Standards for Lansing-East Lansing, MI MSA\).](#)

1. **1.** Open membership such that no members of any age, color, gender, gender identity, disability status, height, marital status, national origin, political persuasion, race, religion, sexual orientation, veteran status, or weight shall be excluded from applying to and becoming a member.
1. **2.** Democratic control; one member, one vote.
1. **3.** The Cooperative belongs to its members, thus any holdings of the Cooperative belongs to its members.
1. **4.** Continuing and constant education of the cooperative ideal, that through cooperation among cooperatives and their members, cooperatives shall grow and prosper.
1. **5.** Expansion of the cooperative ideal that is in the best interests of the membership.

The SHC has a responsibility to provide for the needs of its membership, but the membership has a higher responsibility to the SHC, that of being part owner in a collective ownership. Because of this collective ownership, all members must be responsible to each other as equals. If this responsibility is not fulfilled, then the SHC is no longer an organization of its members, only an organization of people.

Article III. SUPREMACY CLAUSE

Section 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 MSU-SHC Board of Directors and the Code of Operations shall be binding on the Corporation in the following descending order of supremacy:

1. **A.** The Articles of Incorporation
1. **B.** The MSU-SHC By-Laws
1. **C.** Valid individual membership referenda and regular all-membership meetings.

1. **D.** Decisions of the MSU-SHC Board of Directors.
 1. **E.** The Code of Operations
 1. **F.** Presidential actions
 1. **G.** Committee actions exercising specifically delegated responsibilities.
 1. **H.** Staff functions as designated by the above.
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Article IV. MEMBERSHIP

1. **1.** An individual membership in the SHC shall commence upon signing of a membership agreement with the corporation, and payment of both member house loan and SHC dues, amounts of such loan and dues to be set by the Board. Membership shall continue so long as the individual also has a valid occupancy agreement with any of the corporation's member houses. No membership dues shall be charged to any ex-member rejoining SHC who has already paid such dues, regardless of any change in the amount of those dues over time.
1. **2.** No more than 24% of member households shall have incomes greater than 80% of the median income* and no less than 20% of member households shall have incomes less than 50% of the median income. *(Median income as defined by HUD standards for Lansing-East Lansing, MI MSA).
1. **3.** The SHC Board shall develop, approve and enforce such membership policies as are deemed necessary to ensure the stability and viability of the SHC and shall be reflected in the membership and occupancy agreements.
1. **4.** Members of cooperative houses not owned or leased by the SHC may join SHC under such terms as may be negotiated with the President and the Executive Vice President. These terms must be approved by the Board of Directors. Members of these co-operatives shall apply for membership as a group, and must be accepted by a two-thirds vote of the Board.
1. **5.** Only members of the MSU-SHC shall reside in properties owned or leased by the corporation, except in the case of a newly acquired property, where State law decrees that any existing leases must be honored by any new owner, until the time when such leases would normally expire.
1. **6.** Membership in the SHC shall become null and void if any member violates the terms of their membership agreement and/or occupancy agreement.
1. **7.** Individual membership in the SHC may become null and void if the collective entity of the house corporation fails in its responsibilities to the parent corporation of the SHC. These provisions are defined in Article X of the Articles of Incorporation. This would require a two-thirds vote of the entire Board of Directors; any member loans to the SHC shall automatically become forfeit.
1. **8.** MSU-SHC promotes the goal of a safe, friendly and comfortable living and working environment, free from mental and physical harassment for all members and employees. This requires maintaining an atmosphere of respect regardless of race, sex, creed, sexual preference, disability, or national origin.
1. MSU-SHC provides a complaint and disciplinary procedure regarding harassment for its

members, guests and employees. Individuals may utilize any or all of the steps which are outlined in the MSU-SHC harassment policy for reconciling the situation.

Article V. HOUSEHOLDS

1. **1.** A household shall consist of all individual members of the MSU-SHC living in a single building or group of buildings functioning as a unit.
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Article VI. THE CORPORATION

1. **1.** The individual membership of this Corporation shall have control of its affairs, through individual membership meetings, referenda, elected officers and Board representatives, and participation in committees and in operations of the Corporation.
 1. **2.** Regular individual membership meetings shall take place between September 25 and November 1, and between April 1 and May 30, at times and places to be determined by the Board. The Spring meeting shall be the Annual Meeting.
 1. **3.** Special meetings of the individual membership of this Corporation may be called by the President or by a majority of the Board of Directors, or by a petition signed by 20% of the total individual membership of this Corporation.
 1. **4.** At least seven days written notice must be given for an All-Membership Meeting. Notice shall include an itemization of any business to be transacted at the meeting.
 1. **5.** Quorum shall be 30% of the individual membership or over 100 members, whichever is fewer.
 1. **6.** Decisions of those individual members voting at a membership meeting shall have the full power and force of a referendum and shall be binding on the Corporation. The individual membership may exercise all of the powers the Corporation as given in the Articles of Incorporation.
 1. **7.** No proxies shall be allowed for voting.
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Article VII. THE BOARD OF DIRECTORS

1. **1.** The business and affairs of this corporation shall be managed by a Board of Directors. The Board of Directors shall consist of representatives chosen by the members of their respective household to serve a full year or the nine-month school year, in so far as possible.
1. **2.** The Board of Directors shall have the following responsibilities and authority:
 1. **A.** Send corporation representatives to meetings of other organizations as designated by the Board or the membership.
 2. **B.** Develop and/or approve policies and procedures necessary for the operation of the corporation.
 3. **C.** Assess fees that are necessary to meet the financial obligations of the corporation.

4. **D.** Confirm all positions and salaries offered by the corporation.
5. **E.** Collectively, the actions of the Board of Directors shall be binding on the corporation.
6. **F.** Engage in any action necessary to purchase or finance property for SHC except as specifically limited by these By-Laws.
7. **G.** Be responsible for all financial and administrative obligations of the corporation. Roll call votes shall be required on all financial and contractual matters.

1. **3. Membership of the Board of Directors**

1. **A.** There shall be one representative for every household AND they must be a member of the cooperative.
2. **B.** Directors shall be selected by the household in any way decided on by those bodies. The corporation shall be informed of the current directors and their term of office.
3. **C.** Alternate directors shall be selected by each household to serve in the place of the regular director if necessary. Alternate directors should be prepared to submit credentials to the Board of Directors if the President or presiding officer has not been informed of the substitution before the meeting.
4. **D.** Directors may be recalled by a majority vote from the household that they represent, or by a 3/4 vote of the present and voting Directors at a Board of Directors meeting where quorum is present; for purposes of this section, any calculation of present and voting Directors shall not include the Director subject to removal proceedings.
5. **E.** There may be up to three additional members on the Board of Directors, nominated by the Board of Directors, and appointed by a majority vote of the membership in a referendum. These members shall serve for two years with full voting rights. They may be removed by a 2/3 vote of the full board.

1. **4. Meetings of the Board of Directors**

1. **A.** Regular meetings of the Board of Directors shall be held at intervals decided by the Board, with a minimum of 18 per calendar year. Special meetings may be called by the President, by a majority of the Board, or by initiative petition.
2. **B.** A quorum shall consist of a majority of the voting members of the Board of Directors.
3. **C.** Voting by proxy shall not be allowed at Board meetings.
4. **D.** Motions brought before the MSU SHC Board of Directors by a majority vote of any SHC standing committee, a majority vote of a household meeting at which a quorum is present, or a Director with a second shall be considered motions on the floor by the Board of Directors.
5. **E.** All Board meetings shall be open to all members.
6. **F.** The Board shall meet on at least an annual basis to review, develop and establish long range plans for corporate and cooperative development. This meeting may take place at a retreat with an agenda recommended by the Executive Committee and approved by the BOD.

Article VIII. OFFICERS

1. **1. President**

1. **A.** The President shall be an individual member of the Corporation, elected at least one month before the summer contract commences by a majority vote of the individual membership, for a one year period beginning with the commencement of the summer contract period.
2. **B.** The President shall have the following duties and responsibilities:
 1. **a.** The President shall be Chief Executive Officer of the Corporation empowered to

act for the Corporation during the interim between meetings of the Board of Directors.

2. **b.** The President shall be the official representative of the Corporation in its relationship to external organizations.
 3. **c.** The President shall be chairperson of the Board of Directors and the Executive Committee.
 4. **d.** The President shall be the immediate supervisor of the SHC Executive Director.
 5. **e.** The President shall preside over All-Membership Meetings.
 6. **f.** The President shall vote only to break a tie vote on the SHC Board of Directors.
 7. **g.** The President shall perform other duties deemed necessary by the Board of Directors, or the Executive Committee.
 8. **h.** The President shall report regularly to the Board of Directors, and the Executive Committee.
 9. **i.** The President shall submit a written report to all members upon leaving office.
 10. **j.** The President shall be bonded and must be at least 18 years of age.
1. **C.** The President may be removed from office by a 2/3 vote of the full Board of Directors.
 2. **D.** If a vacancy occurs in the position of President, the Executive Vice President shall assume the position of President until a new President is elected.

1. **2. Executive Vice President**

1. **A.** The Executive Vice President shall be a member of the Executive Committee who is not the President, and shall serve a one year term beginning in May and ending in April of the following year.
2. **B.** The Executive Vice President shall be appointed by the President and serve at the pleasure of the Board of Directors.
3. **C.** The Executive Vice President shall have the following duties and responsibilities:
 1. **a.** In the absence or disability of the President, the Executive Vice President shall perform the duties of the President.
1. **D.** The Executive Vice President may be removed by a 2/3 vote of the full Board of Directors.
2. **E.** If a vacancy occurs, the President shall appoint a replacement, with the consent of the Board of Directors.

1. **3. Vice President of Facilities**

1. **A.** The Vice President of Facilities shall be a individual member of the Corporation and shall serve at the pleasure of the Board of Directors as recommended by the President and moved by the Executive Committee to serve a period of one year term beginning with the commencement of the summer contract period.
2. **B.** The Vice President of Facilities shall have the following duties and responsibilities:
 1. **a.** The Vice President of Facilities shall be partially responsible for planning, coordinating and implementing maintenance and development programs within the cooperative households.
 2. **b.** The Vice President of Facilities shall be fully responsible for communicating maintenance and development programs to the membership.
 3. **c.** The Vice President of Facilities shall investigate physical development potential for cooperative facilities, through governmental and private entities, and by providing educational involvement opportunities within the membership.
 4. **d.** The Vice President of Facilities shall be chairperson of the Facilities committee(s) and be responsible for educating committee members.
 5. **e.** The Vice President of Facilities shall perform duties as deemed necessary by the

Board of Directors.

6. **f.** The Vice President of Facilities shall report regularly to the Board of Directors and the Executive Committee.
7. **g.** The Vice President of Facilities shall submit a written report upon leaving office.
8. **h.** The Vice President of Facilities shall be bonded and must be at least 18 years of age.

1. **D.** The Vice President of Facilities may be removed by a 2/3 vote of the full Board of Directors.
2. **E.** If a vacancy occurs in the position of Vice President of Facilities, then the President shall appoint a replacement, with consent from the Board of Directors. The new officer shall assume the position until a new Vice President of Facilities is elected.

1. **4. Vice President of Membership**

1. **A.** The Vice President of Membership shall be an individual member of the corporation, elected at least one month before the summer contract commences by a majority vote of the individual membership for a one year term beginning with the commencement of the summer contract period.
2. **B.** The Vice President of Membership shall have the following duties and responsibilities:
 1. **a.** The Vice President of Membership shall be fully responsible for planning, coordinating and implementing individual membership programs, including recruitment, retention and termination of individual members.
 2. **b.** The Vice President of Membership shall be chairperson of the Membership Committee and be responsible for educating committee members.
 3. **c.** The Vice President of Membership shall perform duties as deemed necessary by the Board of Directors or the Executive Committee.
 4. **d.** The Vice President of Membership shall report regularly to the Board of Directors and the Executive Committee.
 5. **e.** The Vice President of Membership shall submit a written report upon leaving office.
 6. **f.** The Vice President of Membership shall be bonded and be at least 18 years of age.
1. **C.** The Vice President of Membership may be removed by a 2/3 vote of the full Board of Directors.
2. **D.** If a vacancy occurs in the position of Vice President of Membership, then the President shall appoint a replacement, with consent from the Board of Directors. The new officer shall assume the position until a new Vice President of Membership is elected.

1. **5. Vice President of Education**

1. **A.** The Vice President of Education shall be an individual member of the corporation, elected at least one month before the summer contract commences by a majority vote of the individual membership for a one year term beginning with the commencement of the summer contract period.
2. **B.** The Vice President of Education shall have the following duties and responsibilities:
 1. **a.** The Vice President of Education shall be fully responsible for planning, coordinating and implementing educational programs to enhance individual members' understanding of cooperative principles, the functioning of the SHC and other educational areas.
 2. **b.** The Vice President of Education shall be liaison with cooperative and community organizations in the Greater Lansing area.
 3. **c.** The Vice President of Education shall be responsible for reviewing and publishing

updated copies of internal documents (house constitutions, policy manuals, etc.) for distribution to individual members.

4. **d.** The Vice President of Education shall perform duties as deemed necessary by the Board of Directors or the Executive Committee.
 5. **e.** The Vice President of Education shall report regularly to the Board of Directors and the Executive Committee.
 6. **f.** The Vice President of Education shall submit a written report upon leaving office.
 7. **g.** The Vice President of Education shall be bonded and be at least 18 years of age.
1. **C.** The Vice President of Education may be removed by a 2/3 vote of the full Board of Directors.
 2. **D.** If a vacancy occurs in the position of Vice President of Education then the President shall appoint a replacement, with consent from the Board of Directors. The new officer shall assume the position until a new Vice President of Education is elected.

1. **6. Treasurer**

1. **A.** The Treasurer shall be an individual member of the Corporation and shall serve at the pleasure of the Board of Directors as recommended by the President and moved by the Executive Committee to serve a period of 9 months to one year.
2. **B.** The Treasurer shall have the following duties and responsibilities:
 1. **a.** The Treasurer shall be chairperson of the Finance Committee and be responsible for educating Committee Members.
 2. **b.** The Treasurer shall continually monitor house accounts and shall see that regular audits are done on the bookkeeping system of each house.
 3. **c.** The Treasurer, along with the Executive Director, shall be the immediate supervisor of the SHC Bookkeeper.
 4. **d.** The Treasurer shall sign on the Corporation accounts with the President and Executive Director.
 5. **e.** The Treasurer shall sign all papers and corporation documents as directed by the Board of Directors, Executive Committee or the President.
 6. **f.** The Treasurer shall report regularly to the Board of Directors and the Executive Committee.
 7. **g.** The Treasurer shall submit a written report upon leaving office.
 8. **h.** The Treasurer shall be bonded and must be at least 18 years of age.
1. **C.** The Treasurer may be removed by a 2/3 vote of the full Board of Directors.
2. **D.** If a vacancy occurs in the position of Treasurer then the President shall appoint a replacement, with consent from the Board of Directors.

1. **7. Corporate Secretary**

1. **A.** The Corporate Secretary of the SHC shall be an individual member of the Corporation and the Board of Directors, and shall serve at the pleasure of the Board of Directors, as recommended by the President and the Executive Committee.
2. **B.** The Corporate Secretary shall sign all legal documents as directed by the Board of Directors.
3. **C.** The Corporate Secretary shall perform other duties deemed necessary by the SHC Board of Directors, Executive Committee or the President.
4. **D.** The Corporate Secretary may be removed by a 2/3 vote of Board of Directors.
5. **E.** If a vacancy occurs in the position of Corporate Secretary then the President shall appoint a replacement, with consent from the Board of Directors.

1. **8.** Except for the Corporate Secretary, Officers may not be Directors of the Board.

Article IX. COMMITTEES

1. **1.** The SHC Board of Directors may appoint committees and prescribe their duties, functions, and authority. All Committees shall keep a record of their proceedings and shall report to the SHC Board of Directors as required. The delegation of any authority of the SHC Board of Directors to any committee shall not operate to relieve the SHC Board of Directors or any member of any responsibility imposed by the Corporate By-Laws. All resolutions, actions annual reports offered which involve matters for record in the minutes shall be made in writing.
 1. **2.** Excepting the Executive Committee, the various officers of the Corporation and designated staff personnel shall serve as chairpersons of their respective committees.
 1. **3.** The Chairperson of each committee shall present a roster of their committee members at the second BOD meeting of each term.
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Article X. SHC STAFF

1. **1.** The Board of Directors shall hire personnel as necessary. Staff duties shall be defined by the Board of Directors.
 1. **2.** The SHC President shall oversee all staff members and may delegate oversight authority as desired, with the approval of the SHC Board of Directors.
 1. **3.** The SHC Board of Directors shall approve any staffing changes and may delegate that authority to the President, if desired.
 1. **4.** The SHC Board of Directors shall pay all staff members in accordance to an overall staff compensation policy that shall be reviewed annually by the Board.
 1. **5.** Staff responsibilities and authority shall be determined by the SHC Board of Directors, and outlined in the SHC Code of Operations.
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Article XI. PROPERTY

1. **1.** The MSU-SHC shall not sell the property without an all membership referendum approving the sale.
1. **2.** The MSU-SHC Board of Directors shall have the authority to mortgage MSU-SHC real property as deemed necessary for the functioning of SHC.
1. **3.** All real estate purchases of MSU-SHC shall be approved by a majority of the membership through a referendum vote.
1. **4.** Individual member households shall be responsible for planning, coordinating and implementing maintenance programs in accordance to the SHC Code of Operations.
1. **5.** Individual members shall be responsible for the upkeep of the house(s) in which they reside, and shall be required to keep their house up to conditions of sanitation and safety acceptable to

all of the following:

1. **A.** The City of East Lansing
 2. **B.** The County of Ingham
 3. **C.** The State of Michigan
 4. **D.** The MSU-SHC Board of Directors
 5. **E.** The majority vote at their house meetings.
1. Conditions which do not meet those minimum standards shall result in necessary corrective action by the SHC Board of Directors.
 1. **6.** The MSU-SHC shall maintain a level of insurance coverage adequate for replacement costs of physical plant and property of each co-operative household, and providing a degree of coverage for the property of individuals residing in any property owned or leased by the Corporation.

Article XII. REFERENDA AND INITIATIVE PETITION

1. **1.** Referenda
 1. **A.** Referendum for any action by the Corporation may be initiated by a petition signed by at least 20% of the total individual membership, by a majority vote of the Board of Directors, or by the President.
 2. **B.** The ballot for a referendum shall be drawn up by a committee composed of at most two persons from each household and at least four persons from at least three households.
 3. **C.** Each referendum ballot submitted to the individual membership shall contain the question, "Does this ballot fairly reflect opposing views on the issue?" The votes shall be considered valid if two-thirds of the VOTING individual membership answer this question in the affirmative.
 4. **D.** The decision of a majority of the individual membership in a valid referendum shall be binding on the Corporation.
 5. **E.** Voting options on all questions shall be YES or NO. Ballots not marked on the issue or the fairness questions shall not be counted as a vote but comments shall be printed in the referendum results. Ballots marked on the issue and not on fairness shall be tallied as marked on the issue and negative on fairness. Ballots marked on fairness but not on the issue shall be tallied as marked on fairness and as abstentions on the issue. A ballot marked both YES or NO on the issue shall be considered unmarked on the issue. A ballot marked both YES or NO on fairness shall be considered marked NO.
 6. **F.** Date of collection of ballots shall be fourteen (14) days after distribution to the individual membership. Results of a referendum shall be distributed in writing to the individual membership within fourteen (14) days of collection. Results shall include the vote counts and verbatim transcriptions of all comments, broken down by household.
 7. **G.** A referendum shall not be considered valid unless the number of valid ballots cast is at least 30% of the total individual membership.
 8. **H.** All referenda shall include a section which lists the portions of these By-Laws which authorize or conflict the proposed action.
 9. **I.** A referenda shall not supersede the Corporate By-Laws unless it specifically amends the By-Laws as in Article XIII.
1. **2.** A petition for any action of the Board of Directors may be made by a statement signed by at least twenty percent (20%) of the total individual membership of the corporation. Said petition must be considered at the next meeting of the Board.

Article XIII. AMENDMENTS

1. **1.** Amendments to the Articles of Incorporation or to these By-Laws may be initiated by majority vote of the Board of Directors or by a petition to the Board of Directors signed by at least 20% of the total individual membership of the Corporation.
 1. **2.** Amendments to the By-Laws must be passed by a majority of those voting in a referendum. Proposed amendments must be submitted by the Board of Directors to the individual membership. The proposed will be publicized in all houses for a period of two weeks before the individual membership vote.
 1. **3.** The proposed amendments must contain the exact wording that is to appear in the By-Laws.
 1. **4.** Amendments to the Articles of Incorporation must be passed by a two-thirds vote of the total individual membership of the Corporation.
 1. **5.** These By-Laws shall supersede all previous SHC By-Laws.
 1. **6.** A necessary change of either date or titles within these By-Laws may be approved by the Board of Directors.
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Article XIV. BY-LAWS REVIEW

1. **1.** In April of each year the Board of Directors shall appoint a committee to review these By-Laws, as recommended by the Executive Committee.
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