

BYLAWS OF THE INTER-COOPERATIVE COUNCIL, INC.

ARTICLE I NAME AND ADDRESS

The name of this corporation is the University of Texas Inter-Cooperative Council, Inc. (ICC). Its principal place of business is 510 West 23rd Street, Austin, Texas, 78705.

ARTICLE II PURPOSE

This corporation is organized for educational purposes relating to the University of Texas at Austin. It shall strive, through its policies, to achieve the following goals:

- (i) to coordinate policies, programs and activities to expand both the formal and informal education of its members
- (ii) to provide low-cost, non-profit housing for students, and
- (iii) to operate as a cooperative organization and to familiarize its members with this method of organization.

ARTICLE III HOUSES

A house is any house or apartment complex operated by ICC. Each house may establish its own internal structure as long as it is consistent with the one-member-one-vote principle.

ARTICLE IV MEMBERSHIP

This corporation shall have two classes of membership: Class A and Class B.

Class A members shall be all those current house residents with signed membership contracts for the term on file in the ICC office. They may vote on any issue open to the consent of the general membership.

Class B members are all former members of ICC in good standing or any honorary members selected by the Board of Directors. Class B members shall have no voting rights and are members of the corporation only.

Any person who applies and is accepted is eligible for membership provided that s/he executes a co-management lease agreement contract with the corporation. This corporation does not discriminate on the grounds of race, color, sex, religious preference or lack thereof, national origin, age, marital status, disability, or sexual preference.

ARTICLE V MEMBERSHIP MEETINGS

Meetings of the entire membership shall occur at both regular intervals (General Membership Meetings) and in the case of non-routine matters (Special Membership Meetings).

Section 1 Place

Membership meetings may be held at any of the corporation houses or in a place convenient to the members.

Section 2 Quorum

A quorum for a membership meeting shall consist of 20% of all class A members.

Section 3 Voting and Conduct

A majority vote shall be necessary to pass a resolution. Voting shall be by voice or show of hands as determined by the person chairing the meeting, unless a member requests a written ballot. The Board Chair or a person appointed by the Board of Directors shall chair all membership meetings.

Section 4 General Membership meetings- Frequency, Notice, and Purpose

General Membership Meetings shall be held at least once a long-term semester at a time and place designated by the Board of Directors. At the Spring General Membership Meeting, the Board shall present and explain the corporate budget for the following year.

Notice of General Membership Meetings shall be posted in a prominent place in each house at least ten days prior to the meeting time, and shall include the time and place of the meeting as well as the agenda items. No other business than that specified in the notice shall be discussed at the meeting except a 2/3 vote of Class A members present.

Section 5 Special Membership Meetings- Frequency and Notice

Special Membership Meetings shall be called when an emergency decision is required by the membership or to overturn any policy or decision of the Board of Directors. Special Membership Meetings shall be called by the Board Chair at the direction of a resolution by the Executive Coordinating Committee or of the Board of Directors, or of a petition signed by at least 20% of the Class A members.

Notice of Special Membership Meetings shall be posted in a prominent place in each house at least 48 hours prior to the time of the meeting. Such notice shall include the time and place of the meeting as well as the agenda items. No other business than that specified in the notice shall be conducted at a Special Membership Meeting except by a 2/3 vote of Class A members present.

Section 6 Minutes and Records

Minutes and records shall be posted in the houses and kept on file in the corporate office.

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ARTICLE VI BOARD OF DIRECTORS

Section 1 Function

The Board of Directors (the Board) determines overall objectives from member-designed goals, establishes policy, makes decisions which involve long-range and intermediate plans in which there is a commitment of resources, facilities, personnel, and makes major economic decisions.

Section 2 Members

The Board, which governs the affairs of this corporation, consists of the following members:

- (i) One representative from each ICC house (a house in which a board-voting ECC officer resides may vote to allow that ECC officer to also serve as the representative from that house, as opposed to having an additional representative).
- (ii) The elected and appointed members of the Executive Coordinating Committee.
- (iii) Two community trustees.

Section 3 Powers

Any person dealing with this corporation shall have the right to rely on the validity of any act of any officer or employee of this organization authorized by the Board. The Board is expressly empowered and hereby reserves the right to terminate any membership contract, in its sole discretion, with or without cause, upon 2/3 vote of a quorum of the board.

Section 4 Qualifications

- (i) Representatives must be Class A members of the houses they represent. No staff member or officer of the corporation may serve as a representative.
- (ii) Officers must qualify under the conditions set forth elsewhere in these Bylaws.
- (iii) All candidates for community trustee must be approved by a majority vote of the representatives and officers before their names may be placed on the election ballot. No staff member may serve as a community trustee.

Section 5 Elections and Terms

- (i) Representatives shall be elected in a manner prescribed by each house.
- (ii) Officers shall be elected and serve as specified elsewhere in these Bylaws.
- (iii) Community Trustees shall be elected by ballot of all Class A members. Such elections shall be conducted during April of each year and the ballots include all approved candidates for community trustee positions. Community trustees shall have a two year term beginning June 1.

Section 6 Quorum

A quorum for conducting business shall be majority of the representatives and officers (not a majority of each). A majority vote of the Board members present shall pass resolutions and motions. There shall be no absentee voting or voting by proxy.

Section 7 Removal or Resignation and Vacancies

Should a Board member be negligent in performing his/her duties, s/he may be removed from office according to the following procedures:

- (i) Representatives may be removed by a vote of the house they represent at any time.
- (ii) Representatives may be removed by a majority vote of the Board, but this action is subject to veto by the house represented.
- (iii) Officers may be removed as provided elsewhere in these Bylaws.
- (iv) Community trustees may be removed by a majority vote of the representatives and officers at any time.
- (v) Any Board member may be removed by a majority vote at a general or special membership meeting.

In the case of any of the above, a Board member must be given a reasonable opportunity to defend him/herself at the meeting. Resignation of an officer must be made in writing to the Board. Resignation of a representative must be made to the house that s/he represents.

Vacancies arise upon removal or resignation of a Board member. Vacancies in representative positions shall be filled by an election in the manner prescribed by the house. Other vacancies shall be filled by appointment by the Board. A Board member elected or appointed to fill a vacancy shall serve the remainder of the term of the person that s/he replaces.

Section 8 Meetings and Notice

The Board shall meet at least once a month in a house or other place easily accessible to members, at a place and time determined by the Board. Notice of Board meetings shall be posted in a prominent place in each house and delivered to all Board members at least 24 hours before the time of the meeting. Notice shall include the time and the place of the meeting as well as its purpose.

Section 9 Special Meetings

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The Board Chair shall call a Special meeting of the Board upon receipt of a written request of at least two Board members. Such requests shall include both the time and the place of the meeting. Notice of Special Meetings shall be posted in a prominent place in each house at least 24 hours prior to the time of the meeting.

Section 10 Open Meetings

All meetings shall be open to the members of ICC.

Section 11 Accountability

The Board is ultimately accountable to the members.

Section 12 Minutes and Records

Minutes and records of Board meetings shall be posted in all houses and kept of file in the corporate office.

Section 13 Liability

Members of the Board are not personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE VII OFFICERS

Section 1 Positions

The officers of the corporation shall be set forth in the Standing Rules. At no time shall the number of Board officers exceed the number of houses. The corporate president and corporate secretary shall be set according the Standing Rules.

Section 2 Qualifications

All officer candidates and appointees must be Class A members upon taking office. No staff member may serve as an officer of the corporation. No more than two persons from each house may serve as officers at the same time.

Section 3 Definition

Only persons elected under the provisions of this article shall be considered as officers under these Bylaws.

Section 4 Voting

All ECC officers so specified in the Standing Rules are voting members of the Board, with the exception of the chair person of the board. The chair shall cast a vote only to break a tie. ECC officers may not motion to vote or close the stack during board meetings.

Section 5 Duties

Officers of the corporation shall provide leadership and guidance for the Board and work to implement Board decisions. All officers shall perform general and specific duties as detailed in the Standing Rules, the minutes of this corporation, and their job descriptions.

Section 6 Elections

All officers shall be elected by a majority vote by ballot of Class A members. When three or more members from the same house run for different officer positions and win those races, only the candidate or candidates with the highest number of votes shall take office. Once distributed, officer election ballots must remain in the houses for at least ten days before they are collected.

Section 7 Removal or Resignation of an Officer

Any officer of this corporation may be removed from his or her office by a 2/3 vote of the Board of a majority vote at a general or special membership meeting. S/he must be given a reasonable opportunity to present his/her defense at such meeting. Resignation of an officer shall be made in writing to the Board.

Section 8 Vacancies

Vacancies arise upon removal, resignation, or disqualification of an officer. Vacancies shall be filled by appointment of the Board. A person appointed to fill a vacancy shall hold the position for the remainder of the term of the person s/he is replacing. The Board may remove any appointed officer and replace him/her until the time of the next officer election.

Section 9 Disqualifications

An ICC officer may be disqualified from being an officer for breaking their ICC co-management lease agreement or by moving into a house where two or more ICC officer already reside. Disqualification of an officer entails the immediate and automatic removal of the officer from his/her position.

ARTICLE VIII COMMITTEES

PART 1 Standing Committees of the Board

Section 1 Committees of the Board

Standing committees of the Board, their membership, and their specific duties shall be set forth in the Standing Rules.

Section 2 Members

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Only the members of a committee may vote at that committee's meetings. The Board may remove members of the standing committees of the Board.

Section 3 Powers

Decisions of the committees shall involve recommendations to be made to the Board and decisions delegated to them by the Board.

Section 4 Quorum and Procedure

A quorum shall consist of a majority of the committee; resolutions shall be passed by a majority of voting members. There shall be no absentee voting or voting by proxy.

Section 5 Minutes and Records

Minutes and records of standing committee meetings shall be kept on file at the corporate office.

PART II Executive Coordinating Committee

Section 1 Members

The Executive Coordinating Committee (ECC) shall be composed of the officers of this corporation and others granted membership in the Standing Rules or appointed by the Board.

Section 2 Meetings and Notice

The ECC shall meet at least once a month. Notice of meetings, including time, place and purpose, shall be posted in each house.

Section 3 Quorum and Procedure

A quorum shall consist of a majority of ECC members; resolutions shall be passed by a majority voting members present.

Section 4 Minutes and Records

Minutes and records of ECC meetings must be recorded and kept of file at the corporate office.

PART III Other ICC Standing Committees

Other ICC committees may be established in the Standing Rules to perform functions in ICC which require democratic decision-making but no direct attention from the Board.

ARTICLE IX MEMBER AUTONOMY

Section 1 Obligations and Autonomy

This corporation shall have no control or authority over the internal affairs, programs, or policies of the houses except those incident to the fulfillment of the financial obligations of each house of this corporation or as outlined in other sections of these Bylaws.

Section 2 Financial Records

Houses shall submit their financial records to ICC as reasonably requested by ICC.

Section 3 Relief of Member Charges

Only the Board or its delegate may relieve a member of financial obligations to ICC.

Section 4 House Maintenance Expenditures

The Board or its delegate may require approval of house maintenance expenditures.

Section 5 Eviction

The Board shall set and enforce collection policies for non-fulfillment of all contractual obligations; the Board and/or its delegate may evict members.

ARTICLE X RECALL AND REFERENDUM

Section 1 Referendum

A referendum for any action taken by ICC may initiated by a petition signed by at least 10% of the total Class A membership, by a majority vote at a membership meeting, or by a majority vote at a Board meeting. The procedure for referendum is as follows:

- (i) The ballot for each referendum shall contain an explanation of the issues, appropriate spaces for votes and responses, and the following question: "Does this ballot adequately explain the issue?"
- (ii) The results of the referendum shall be determined by a majority vote of the individual Class A members voting.
- (iii) The Board or its delegate shall verify the results.

Section 2 Three-Day Rule

A recall referendum concerning any action or legislation already taken by the Board must be initiated by a petition, validated by the signature of at least 10% of the total Class A membership, within three business days after such action or legislation has been posted in the houses.

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A valid petition for such a referendum nullifies previous Board action with which the question is concerned, and the question lies with the results of the referendum.

ARTICLE XI FINANCES

Section 1 Powers

The corporation, upon authorization of the Board, shall have the power to borrow and lend money, own, mortgage and lease real property and personal property for purposes consistent with its charter on a non-profit basis. The Board shall have the power to set the corporate budget.

Section 2 Management of Holdings

ICC shall hold title to all real and chattel property of the corporation and the Board shall have the responsibility for directing its maintenance and management for the use and benefit of member houses respectively.

Section 3 Membership Fee and Development Reserves

The Board shall assess a one-time membership fee, which shall be placed in the development reserves.

Section 4 Development Reserves

The corporation shall have separate and distinct development reserve, which will be used solely for the purposes of developing and expanding cooperative housing. Only by a unanimous vote of the Board may the development reserves be used for other purposes or the development reserves policy in the standing rules be altered.

Section 5 Long-Term Cash Reserves

The corporation shall have a separate and distinct long-term cash reserve, which will be used for the purposes of complying with lender requirements and act as a financial buffer for the corporation. Only by a unanimous vote of the Board may the long-term cash reserve be used for other purposes or the long-term cash reserve policy in the standing rules be altered.

Section 6 Dues

The Board may, when necessary, assess dues on houses.

Section 7 Rents

- (i) The Board shall determine contractual obligations due from members, including payments for room and board, security deposits, fees, etc.
- (ii) The Board shall allocate a portion of the corporate budget for discretionary use by houses. Each house may determine expenditures relating to food, minor house maintenance, supplies and other house related matters, subject to approval by the Board or its delegate.
- (iii) The Board or its delegate shall collect rent from the members.

Section 8 Open Books

Any member or his/her agent or attorney may examine the books and records of this corporation during business hours at the corporate office.

ARTICLE XII STAFF

Section 1 Powers

The Board and/or its delegate shall have the power to hire and discharge staff of ICC.

Section 2 Duties

The staff shall carry out the orders of the Board and shall report regularly to the Board and the ECC.

ARTICLE XIII AMENDMENTS

Section 1 Approval

Amendments to the Bylaws must be approved by the Board, then by a majority of those voting in a referendum.

Section 2 Notice

Proposals shall be publicized in all houses for a period of ten days before the membership vote.

ARTICLE XIV REVIEW

Section 1 The Bylaws

Each year the Board or its delegate shall review these Bylaws, and, if appropriate, recommend changes.

Section 2 The Board and ECC

At the Fall General Membership Meeting the membership shall choose an Evaluation Committee to assess the Board and the ECC in the spring. The committee shall try to have a member from each house on the committee. The assessment shall be presented to the Board and the membership. The assessment shall be recorded in the Board minutes.