

ICC Austin Bylaws

ARTICLE I NAME AND ADDRESS

The name of this corporation is the University of Texas Inter-Cooperative Council, Inc. (ICC Austin). Its principal place of business is 2305 Nueces 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 HOUSE AUTONOMY

Each house operated by ICC Austin may establish its own internal structure as long as it is consistent with the cooperative principles.

This corporation shall have no control or authority over the internal affairs, programs, or policies of the houses except as necessary to protect the interests of the corporation and well-being of current and future member residents, or as outline in other sections of these Bylaws.

ARTICLE IV MEMBERSHIP

This corporation shall have two classes of membership: Current and Alumni.

Current members are current house residents with valid member resident agreements. They may vote on any issue open to the consent of the general membership.

Alumni members are all former members of ICC Austin in good standing or any honorary members selected by the Board of Directors. Alumni members have no voting rights.

This corporation does not discriminate on the grounds of race, color, sex, religious preference or lack thereof, national origin, age, marital status, disability, sexual orientation, or gender identity.

ARTICLE V MEMBERSHIP MEETINGS

Section 1 Place

Membership meetings will be held at a place convenient to the Current members.

Section 2 Quorum

Quorum for a vote held at a membership meeting shall consist of 20% of all Current members.

Section 3 Voting & Conduct

A majority vote in favor 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

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 and communicated to all members electronically 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 unless approved by a 2/3 vote in favor of Current 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 a majority vote in favor of the Board officers or of the Board of Directors, or of a petition signed by at least 10% of the Current members.

Notice of Special Membership Meetings shall be posted in a prominent place in each house and communicated to all members electronically 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 unless approved by a 2/3 vote in favor of Current members present.

Section 6 Minutes and Records

Minutes and records shall be posted in the houses, communicated to all members electronically, and kept on file in the corporate office. For Special Membership Meetings, minutes shall be posted within 48 hours.

ARTICLE VI BOARD OF DIRECTORS

Section 1 Function

The Board of Directors (the Board) governs the affairs of this corporation, holds ultimate accountability on behalf of the membership, and provides strategic leadership.

Section 2 Members

The Board consists of the following members:

- (i) One Representative from each ICC Austin house.
- (ii) The elected and appointed Board Officers.
- (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.

Section 4 Qualifications

- (i) Representatives must be Current members of the houses they represent. No Officer of the corporation may serve as a Representative.
- (ii) Officers must qualify under the conditions set forth elsewhere in these Bylaws.
- (iii) Community Trustees shall not be Current members.
- (iv) No ICC Austin staff member shall serve as a Board member.

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 Current members. Such elections shall be conducted during spring of each year. Community Trustees shall have a two-year term beginning June 1.

Section 6 Quorum

A quorum for conducting business shall be majority of the duly elected and appointed Board members. A majority vote in favor 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 their duties, they may be removed from office according to the following procedures:

- (i) Representatives may be removed or resign in a manner prescribed by the house they represent.
- (ii) Representatives may be removed by a majority vote in favor of the Board, but this action is subject to veto by the house represented.
- (iii) Officers may be removed, or may resign, as provided elsewhere in these Bylaws.
- (iv) Community Trustees may be removed by a majority vote in favor of the Board and may resign by providing written notice to the Board.
- (v) Any Board member may be removed by a majority vote in favor at a general or special membership meeting.

Vacancies arise immediately upon removal, resignation, or disqualification 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 they replace.

Section 8 Meetings and Notice

The Board shall meet at least eleven times per year 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, communicated to all members electronically, 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 (agenda).

Section 9 Special Meetings

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 and communicated to all members electronically 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 Austin.

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, communicated to all members electronically, 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 Board Policies. 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 Board Policies.

Section 2 Qualifications

All Officer candidates and appointees must be Current members . No more than two persons from the same house may serve as Officers at the same time.

Section 3 Definition

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

Section 4 Duties

Officers of the corporation shall provide leadership and guidance for the Board and work to implement Board and Membership decisions. All Officers shall perform general and specific duties as detailed in the Board Policies.

Section 6 Elections

All Officers shall be elected by a majority vote in favor by ballot of Current 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. Members will receive at least ten days to cast ballots in Officer elections.

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 in favor by the Board, or of a majority vote in favor at a general or special membership 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 they replace.

Section 9 Disqualifications

Disqualification of an Officer entails the immediate and automatic removal of the Officer from their position.

ARTICLE VIII COMMITTEES

Section 1 Committees of the Board

Committees of the Board, their membership, and their specific duties shall be set forth in the Board Policies or in Board approved committee charters.

Section 2 Voting

Only the members of a committee may vote at that committee's meetings.

Section 3 Powers

Committees have no power except those 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 committee meetings shall be kept on file at the corporate office.

ARTICLE IX REFERENDUM

Section 1 Initiation

A referendum calls for action or recall action taken by ICC Austin, and may be initiated by any Current member using any one of the following qualifications:

- A petition in favor of the initiation of the referendum and its exact language signed by at least 10% of the total current membership.
- A majority vote in favor of the initiation of the referendum and its exact language at a membership meeting.
- A majority vote in favor of the initiation of the referendum and its exact language at a Board meeting.

Either the completed petition or minutes from the meeting, along with the exact referendum language, shall be submitted either to the Board Chair or an appropriate staff member. The Board Chair or the appropriate staff member shall verify that the initiation process was completed by meeting at least one of the initiation qualifications.

Section 2 Referendum Language

Exact referendum language shall include clearly and reasonably stated resolutions of each separate issue being put to a vote.

Section 3 Ballot

The Board Chair or the appropriate staff member shall administer an electronic ballot to all Current members within five business days of receiving the referendum language. The administrator of the ballot shall provide verification to the initiator of the referendum that all Current members received the ballot. The initiator of the referendum shall post physical notices in prominent places in each house. The administered ballot must include the exact referendum language provided during the initiation process. Each separate issue being put to a vote shall have a separate explanation, as well as its own vote options.

Section 4 Quorum

Quorum for a vote held by a referendum shall consist of 20% of all Current Members.

Section 5 Voting and Conduct

A majority vote in favor of shall be necessary to pass a resolution. Voting options shall include: in favor of, against, and abstain. Voting shall be by electronic ballot. Members will receive at least ten days to cast ballots on referenda.

Section 6 Results

The Board Chair or the appropriate staff member shall verify that each vote was cast by a Current Member and that quorum was met. The vote selection(s) of each Current Member shall remain anonymous. The Board Chair or the appropriate staff member shall electronically announce the result of the vote to all Current Members within two business days. An approved Referendum nullifies previous action or legislation taken by ICC Austin.

Section 7 Runoff Referendum

If two referenda or Membership decisions call for contradicting action or legislation, the Board Chair or the appropriate staff member shall administer a Runoff Referendum. Voting options for a Runoff Referendum shall include: in favor of the first referendum, in favor of the second referendum, against both referenda, and abstain.

ARTICLE X 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 as a non-profit. The Board shall have the power to set the corporate budget.

Section 2 Management of Holdings

ICC Austin 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 the membership.

Section 3 Membership Fee and Development Reserves

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

Section 4 Development Reserves

The corporation shall have a 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.

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.

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 Current member or their agent or attorney may examine the books and records of this corporation during business hours at the corporate office.

ARTICLE XI STAFF

Section 1 Powers

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

Section 2 Duties

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

ARTICLE XII 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 posted in all houses for a period of ten days before the membership vote.

ARTICLE XIII REVIEW

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