



Douglass Community Land Trust Bylaws

Approved 10-17-19

ARTICLE I: GENERAL PROVISIONS

Section 1 - Name

The name of this organization shall be Douglass Community Land Trust (Douglass CLT), hereinafter referred to as the "Corporation."

Section 2 - Purpose

The purpose of the Corporation shall be to:

- (i) contribute to building economic, racial, and social equity in the District of Columbia (the "District");
- (ii) provide a varied supply of ownership and rental housing that will remain permanently affordable to income-eligible residents in the District in order to sustain a strong and inclusive community with a healthy economy for generations to come;
- (iii) provide homeownership opportunities for people of low- to moderate-income who would otherwise be unable to afford homeownership;
- (iv) contribute to the sustainability and viability of the District economy by expanding housing and economic development opportunities for low- to moderate-income people;
- (v) assist small local businesses as well as community-serving organizations and cultural institutions that serve low- to moderate income residents secure and maintain affordable spaces from which to operate; these organizations promote economic development in supporting permanent job creation, retention, and/or improvement for persons of low- to moderate-income, geographies or areas targeted for redevelopment;
- (vi) act as stewards of an increasing inventory of perpetually affordable residential and commercial units that are affordable to District residents of low- to moderate-income and those entities which serve and benefit them;
- (vii) promote healthy and sustainable building and operating practices benefitting residents, the community, and the environment;
- (viii) provide education, community service, and support for cooperative development throughout the District;
- (ix) foster leadership and community involvement in the creation and preservation of affordable spaces through a responsible and informed board of community members;
- (x) additional activities not inconsistent with the Articles of Incorporation.

Section 3 - Offices

The principal office of the Corporation and such other offices as it may establish from time to time shall be located in the District of Columbia, as may be designated by the Board of Directors or by the officers pursuant to authority from the Board of Directors.

Section 4 - Seal

The seal of the Corporation, if any, shall be in such form as the Board of Directors prescribes.

ARTICLE II: MEMBERSHIP

Section 1 - Voting Members

Subsequent to the first annual meeting, and subject to the requirements of continuing membership described in Section 3 below, the Voting Members of the Corporation shall have full voting rights and be comprised of two classes:

- A. **Lessee Members.** All persons (i) whose primary residence or place of business is a property owned, in whole or in part, or is otherwise being stewarded by the Corporation (with each property being a “Lessee Unit”), and (ii) who are aged 16 years or older, and (iii) who affirm their membership annually by submitting a signed acknowledgement of membership in a form to be determined by the Board of Directors.
- a) “**Lessee Units**” include residential and non-residential units whose owners lease land owned by the Corporation (or any subsidiary of or partnership in which the Corporation has an ownership interest), or are a signatory to a Deed Restricted Covenant issued by the Corporation (or any subsidiary of or partnership in which the Corporation has an ownership interest), or have signed a contract for stewardship services with the Corporation (or any subsidiary of or partnership in which the Corporation has an ownership interest).
 - b) Each Lessee Unit shall have one vote, regardless of the number of Lessee Members there are in the unit.
 - c) Until such time as there are at least twenty actual Lessee Members, and Lessee Members residing at three separate property developments, the Board of Directors may appoint other persons to serve as Lessee Members, and in so doing shall select persons who can reasonably be expected to represent the interests of Lessee Members. Such Board-appointed Lessee Members shall remain Lessee Members until the earlier of their resignation from membership or such time as there are at least twenty actual Lessee Members and Lessee Members residing at three separate property developments.
- B. **General Members** shall be those persons who (i) are not Lessee Members or members of a Lessee Unit, (ii) are sixteen years of age or older, and (iii) have complied with all of the following requirements:
1. Live, work, or have a demonstrated community affiliation in DC; and
 2. Either appointment as an initial Member in the Actions of Incorporators or submission of a membership application, including a signed statement of support for the purposes of the corporation, in a form to be determined by the Board of Directors; and
 3. Payment of dues as established by the Board for the year (or qualification for a waiver of dues).

Section 2 - Rights of Voting Members

- A. Each Voting Member shall have the right to
1. participate in meetings of the Membership, and to cast one vote on all matters properly put before the Members for consideration, as provided in these Bylaws;
 2. to nominate and participate in the election of the Board of Directors;
 3. to serve on the Board of Directors if elected or on committees; and
 4. to receive notices and minutes of Membership Meetings and Annual Reports of the Corporation.
- B. The assent of the Voting Membership, in accordance with these Bylaws and acting upon proposals by the Board of Directors, shall be required before action may be taken on
1. The removal of Members or Directors;
 2. The amendment of the Articles of Incorporation or these Bylaws;
 3. The change in membership dues;
 4. The authorization of the sale of certain lands by the Board of Directors Except as provided in Article VI, Section 3;

5. The alteration, amendment, or removal of one of the Corporation's approved shared appreciation or "resale formula" as described in Article VII;
6. The dissolution or merger of the Corporation;
7. The disposition of all or substantially all of the assets of the Corporation other than in the regular course of activities of the Corporation;
8. Any other major issue concerning the Corporation, as determined by majority vote of the Board of Directors.

Section 3 - Supporting Membership

- A. Any person who has paid the annual dues established for the year, and has submitted a written application for membership including a signed statement supporting the purposes of the Corporation in a form to be determined by the Board of Directors, but who does not wish to become a Voting Member or has not met all of the requirements of Voting Membership may become a Supporting Member of the Corporation.
- B. Supporting Members shall have all of the rights of participation, *except* they do not have the right to nominate candidates for the Board of Directors nor have the right to vote on matters put before the Voting Membership.

Section 4 - Requirements for Continuing Membership

- A. To maintain Voting Membership of the Corporation as a Lessee Member beyond a person's first year of Voting Membership, Lessee Members
 1. must remain in a unit identified under Section 1A above in good and regular standing, or be appointed by the Board of Directors as described in Section 1A; and
 2. must annually submit a written affirmation of their membership in a form to be determined by the Board of Directors.
 3. shall not be required to pay dues in order to become or remain Members of the Corporation.
- B. To maintain Voting Membership of the Corporation as a General Member beyond a person's first year of Voting Membership, General Members
 1. must submit an annual membership renewal, including a signed statement of support for the purposes of the Corporation, in a form to be determined by the Board of Directors; and
 2. must have paid dues established for the year (or qualified for a waiver of dues); and
 3. must live, work, or have a demonstrated community affiliation in DC.
- C. To maintain Supporting Membership beyond the first year, Supporting Members
 1. must have paid dues established for the year (or qualified for a waiver of dues); and
 2. must submit an annual membership renewal, including a signed statement of support for the purposes of the Corporation, in a form to be determined by the Board of Directors.

Section 5 - Membership Dues

- A. Annual membership dues shall be assessed for each calendar year by an affirmative vote of a majority of the Voting Members present and voting at the Annual Meeting preceding that year. If no such action is taken to assess dues for a given year, the dues for that year shall be as established for the previous year.
- B. The Board may waive the payment of annual dues or establish reduced dues for low-income individuals. Annual dues may also be paid through provision of aid or labor to the Corporation, as each members is able, and as agreed by the Board of Directors.

Section 6 - Membership Meetings

- A. **Open meetings.** All Membership Meetings shall be open to any person.
- B. **Notice of Meetings.** Written notice of every Membership Meeting shall be given to all Regular and Supporting Members and shall include an agenda for the meeting. Except as otherwise provided in Article VIII of these Bylaws, notice shall be sent at least seven days prior to a meeting and not more than 60 days in advance. All electronic forms of written notice are acceptable. Agendas which include the sale of property outside of the normal course of business shall have the increased Notice requirement of written Notice sent by mail to all Lessees in the for sale property, and in the case of multifamily buildings, posting the agenda in high traffic common area of the building. When required under sub-section J, Absentee Voting, below, notice of meetings shall include a phone number, email address, and physical address, where Members may submit requests for an absentee ballot.
- C. **Annual Meetings.** Subsequent to the First Annual Meeting, the Annual Meeting of the Membership, for reports to the Membership by the Board of Directors and Officers, the election of Directors, the assessment of dues, and the transaction of other business, shall be held in the fourth quarter of each year. The location and specific time of the Annual Meeting shall be determined by the Board of Directors. Notice of the Annual Meeting shall include a list of those persons nominated for the Board of Directors.
- D. **Regular Meetings.** Regular Meetings may be scheduled by the Voting Membership at such times and places as they shall establish at the Annual Meeting.
- E. **Special Meetings.** Special Membership Meetings may be called by the Board of Directors or by a written petition, addressed to the President of the Corporation, signed by at least one twentieth (20%) of the Voting Membership. At a Special Meeting, only those matters stated on the agenda, as included in the notice of the meeting, may be acted upon by the Membership.
- F. **Minutes.** Minutes of all Membership Meetings shall be recorded by the Secretary of the Corporation or by another person designated by the Board of Directors. Minutes for every meeting shall be approved by the Voting Membership at the next Membership Meeting.
- G. **Quorum.** A quorum shall consist of ten percent (10%) of the total Voting Membership, as determined by the Secretary of the Corporation.
- H. **Decision-Making.** Whenever possible, decisions shall be made at Membership Meetings by the consensus of the Voting Members present, a quorum being assembled. In the event that consensus is not attained, a decision shall be made by an affirmative vote of a majority of the Voting Members present and voting, a quorum being assembled, except as otherwise provided in these Bylaws. Before a vote is held on any motion, the exact language of the motion shall be recorded by the Secretary and read to the Membership, and all Members present shall have a reasonable opportunity to express their opinions on the proposition.
- I. **Proxy Voting.** Proxy Voting shall not be permitted, Members are encouraged to request absentee ballots as outlined below. Notwithstanding this provision, Members who are not in attendance at the meeting may send statements to be read at the meeting by a Member of the Board of Directors or Staff of the Douglass Community Land Trust.
- J. **Absentee Voting.** Members who are unable to attend a Membership Meeting may elect to request an absentee ballot for agenda items that require a vote by the membership. All Absentee Ballots will be required to list the Member's name, address, Membership type, and include a signature by the Member to be valid. All Absentee Ballots must state the location to be returned to, and the Absentee Ballots must be received at that location by close of business the last weekday, excepting Federal Holidays, prior to the Members Meeting.
- G. No person who has been a Member for less than 30 days may vote at a meeting other than the Annual Meeting.

Section 7 - Resignation

Any Member of the Corporation may resign at any time by delivering or mailing a written resignation to the Corporation. Unless otherwise specified, such resignation shall be effective upon its receipt by the Corporation.

Section 8 - Removal

At any duly called meeting of the members, any one or more members, but not to exceed 1/10 of the total membership, may be removed for cause by the vote of 2/3 of the quorum of members present. Before any member may be removed, written charges specifying the conduct must be filed with the Secretary of the Board. Any Member of the Corporation may file the charges and appear before the Board with respect to the charges. The Board shall review the charges and if it votes to proceed with the charges, the Board shall set a date for suspension or removal. The member shall be notified of the cause of such proposed action at least one week before a duly called Member Meeting, and the member must be given the right to be heard at that meeting. If the Board determines that the charges are not sufficient to support a suspension or removal, the Board shall dismiss the charges and that shall constitute the final action of the Corporation with respect to the particular charges.

ARTICLE III: BOARD OF DIRECTORS

Section 1 - Number of Directors

Except for the initial Board named in the Articles of Incorporation, the Board of Directors shall consist of no less than nine (9) and not more than eighteen (18) Directors. The number of Directors actually filling available board seats may be increased or decreased at any time by a decision of the Board, but the number of Directors must never be less than 9 nor greater than 18.

Section 2 - Composition of the Board

- A. There shall be three categories of Directors, each consisting of approximately one third of the total Board. The three categories shall be "Lessee Representatives" representing Lessee Members, "General Representatives" representing General Members, and "Public Representatives" representing the interests of the general public.
- B. All members of the Board of Directors must be Members of the Corporation.
- C. The Board may propose additional subsets within the three categories of Directors to ensure fair and proper representation of Members, including by ward or other geography; by lessee member type (e.g. resident of a rental, of an ownership unit, or resident in a co-op/condo receiving stewardship services, commercial unit, etc.); or other category. The Board's proposal must come before the Members for a vote and must comply with all other provisions of these bylaws. In no instance shall a lessee member, otherwise eligible to serve as a Lessee Representative, be ineligible to be nominated and elected as a Lessee Representative due solely to their type of lessee membership.

Section 3 - Nomination of Directors

For all regular elections subsequent to the first Annual Meeting of the Membership, Directors shall be nominated as follows:

A. Lessee Representatives

1. Lessee Members may nominate Lessee Representatives to the Board from among themselves. These nominations must either be submitted in writing to the Secretary of the Corporation at least ten days prior to the Annual Membership Meeting or be made from the floor at the Annual Meeting.
2. In the event that, at the time when the notice of the Annual Membership Meeting is to be sent out, the number of nominations is less than the number of Lessee Representative seats to be filled, the Board of Directors shall nominate enough candidates so that the total number of candidates is sufficient to fill the number of seats to be filled. To achieve this end, the Board may, at any time prior to the sending out of such notice, approve a list of candidates for Lessee Representative to be nominated in such event. In making such nominations, the Board shall select actual Lessees to the extent that they are available to serve on the Board of Directors. Otherwise the Board shall select persons who can reasonably be expected to represent the normal interests and concerns of Lessees.

B. General Representatives

1. General Members may nominate General Representatives to the Board from among themselves. These nominations must either be submitted in writing to the Secretary of the Corporation at least ten days prior to the Annual Meeting or be made from the floor at the Annual Meeting.
2. If, at the time the notice of the Annual Membership Meeting is to be sent out, the number of nominations for General representative is less than the number of General Representative seats to be filled, the Board of Directors shall nominate enough candidates so that the total number of candidates is sufficient to fill the number of seats to be filled. To achieve this end, the Board may, at any time prior to the sending out of such notice, approve a list of candidates for General Representatives to be nominated in such event.

C. Public Representatives

1. Public representatives shall be persons with experience and expertise in matters related to community land trusts, community development, community planning, or have other such knowledge or position as may be deemed beneficial to support the mission and activities of the Corporation.
2. For the first two years, one Public Representative will be named by Building Bridges Across the River.
3. At least ten days prior to the Annual Meeting, the Board of Directors shall make nominations for Public Representatives to serve on the Board.

D. Notice of Nominations

A list of all persons nominated in each of the three categories shall be included with the notice of the Annual Meeting.

Section 4 - Election of Directors

Directors shall be elected by the Voting Members present and voting at the Annual Meeting, a quorum being assembled, in accordance with the following procedures.

- A. A separate vote shall be taken for each of the three categories of Board representatives: (1) Lessee Representatives, (2) General Representatives, and (3) Public Representatives. If a person has been nominated in more than one category and is then elected in one category, his or her name shall be removed from the list of nominees in the remaining categories.

- B. Only Lessee Members may vote to elect Lessee Representatives unless no Lessee members are present at the Annual Membership Meeting. If no Lessee members are present, then General Members may vote to elect Lessee Representatives. Each Member qualified to vote for Lessee Representatives may vote for as many nominees in this category as there are Lessee Representative seats to be filled.
- C. All Voting Members (both Lessee and General Members) may vote to elect General Representatives. Each Member qualified to vote for General Representatives may vote for as many nominees in this category as there are General Representative seats to be filled.
- D. All Voting Members (both Lessee and General Members) may vote to elect Public Representatives. Each Voting Member may vote for as many Public Representative nominees as there are Public Representative seats to be filled.
- E. In each of the three categories, positions shall be filled by those candidates receiving the largest numbers of votes in the category, though such numbers may constitute less than a majority of the total votes cast in the category.

Section 5 - Vacancies

- A. If any Director vacates his or her term or is removed from the Board, the remaining Directors (though they may constitute less than a quorum) may elect a person to fill the vacancy, or may, by unanimous agreement, decide to leave the position vacant until the next Annual Meeting of the Membership, provided the Board still includes at least three Representatives in each category. Elections to fill vacancies shall be by a majority of the remaining Directors.
- B. Any person elected to fill a vacancy on the Board of Directors must be one who can be reasonably expected to represent the interests of the constituents in the category (Lessee, General, or Public) in which the vacancy occurs.
- C. Replacement Directors elected by the Board shall serve out the remaining term of the person who has vacated the position.

Section 6 - Low-Income Representation

In their actions regarding the nomination and election of directors and appointment of people to fill vacancies on the board of directors, the membership and the board of directors shall at all times ensure that at least one third of the Board is maintained for residents of low-income neighborhoods, other low-income community residents, or representatives of low-income neighborhood organizations.

Section 7 - Terms of Directors

- A. **Initial Board of Directors.** The Initial Board of Directors shall be as stated in the Certificate of Incorporation and shall serve until the first elected Board of Directors has been seated upon the completion of the First Annual Meeting.
- B. **Terms of First Elected Directors.** After the election of Directors at the first Annual Meeting, each Director shall be assigned, by mutual agreement or by lot, to a one-year or two-year term. In each of the three categories of Representatives, two Directors shall be assigned a one-year term and two shall be assigned a two-year term with any remaining Directors divided between one- and two-year terms to provide a balance of expiring terms for the overall board.
- C. **Terms of Successor Directors.** Except as otherwise provided in these Bylaws, each Director shall serve a full term of two years, with one half of the Directors' terms expiring each year.
- D. **Commencement of Terms.** The term of office of a regularly elected Director shall commence at the adjournment of the Annual Membership Meeting in which he or she is elected. The term of office of a Director elected by the Board to fill a vacancy shall begin at the time of his or her acceptance of the position.

- E. **Term Limits.** No person shall serve as a Director for more than three consecutive elected terms. After a year's absence from the Board, however, a person who has served three consecutive elected terms may return to the Board, if reelected, and may serve up to three consecutive elected terms.

Section 8 - Resignation by or Removal of Directors

- A. **Resignation.** Any Director may resign at any time by giving written notice to the President. Unless otherwise specified, such resignation shall be effective upon the receipt of notice by the President.
- B. **Removal for Failure to Attend a Sufficient Number of Meetings.** A Director may be removed if he/she fails to attend 50% of the meetings of the Board in any one year, unless good cause for absence and a continuing interest in participation on the Board are shown. A Director may be removed under this paragraph only if a majority of the Directors then in office vote for the removal. Removal of a Director from the Board under this clause shall not in and of itself affect the right of that person to vote as a representative of a member.
- C. **Removal for Cause.** A Director may also be removed for good cause by a vote of two-thirds of the Voting Members of the Corporation, so long as quorum exists, when such Director is judged to have acted in a manner seriously detrimental to the Corporation.
- D. **Removal Process.** Before any member may be removed, written charges specifying the conduct must be filed with the Secretary of the Board. Any Member of the Corporation may file the charges and appear before the Board with respect to the charges. The Board shall review the charges and if it votes to proceed with the charges, the Board shall set a date for suspension or removal. The member shall be notified of the cause of such proposed action at least one week before a duly called Member Meeting, and the member must be given the right to be heard at that meeting. If the Board determines that the charges are not sufficient to support a suspension or removal, the Board shall dismiss the charges and that shall constitute the final action of the Corporation with respect to the particular charges.

Section 9 - Meetings of the Board of Directors

- A. **Notice of Meetings.** Except as provided below for emergency meetings, written, including electronic, notice of a Board meeting shall be sent to all directors at least five days prior to the meeting.
- B. **Waiver of Notice.** Any director may waive any notice required by these bylaws, either before or after the meeting. Any director who was not sent notice of a Board meeting but attends the meeting shall be considered to have waived notice of the meeting, unless the director objects at the beginning of the meeting that the meeting was not duly called.
- C. **Annual Meeting.** The annual meeting of the Board of Directors may be held immediately following the annual membership meeting and must be held no later than six weeks following the annual membership meeting.
- D. **Voting Meetings.** The Board of Directors shall meet no less often than quarterly, at such times and places as the Board may establish.
- E. **Special Meetings and Emergency Meetings.** Special meetings of the Board may be called by the President, and shall be called by the President at the written request of one-third of directors then in office, or at least one-tenth of the Voting Members. Notice must be given as provided in paragraph (a) above, unless any three directors determine in writing that the matter at hand constitutes an emergency. When so determined, an emergency meeting may be called on one day's notice. Notice of emergency meetings, including an announcement of the agenda, shall be given by telephone, email, text, or in person to all directors. At any special or emergency meeting of the Board, only those matters included in the announced agenda may be acted upon unless all the directors are present at the meeting and unanimously agree to take action on other matters.

Section 10 - Procedures for Meetings of the Board of Directors

- A. **Open Meetings.** All meetings of the Board of Directors shall be open to any person except when the Board has voted, during an open meeting, to go into executive session.
- B. **Executive Session.** The Board may meet in executive session only upon the affirmative vote of a majority of its members present, a quorum having been established. A motion to go into executive session shall indicate the nature of the business of the executive session, and no other matter may be considered in the executive session. The vote shall be taken in the course of a public meeting and the result of the vote recorded in the minutes. No formal or binding action may be taken in executive session except actions relating to the securing of real estate options under Subdivision 2 of this Subsection. Minutes of an executive session need not be taken, but if they are, shall not be made public. Executive sessions shall be held when considering issues which may include, but not be limited to, one or more of the following:
- (1) Contracts, labor relations agreements with employees, arbitration, grievances, or litigation involving the Corporation where the Board has determined that premature general public knowledge would place the Corporation or person involved at a substantial disadvantage;
 - (2) Real estate purchase offers and the negotiating or securing of real estate purchase options or contracts;
 - (3) The appointment, employment or evaluation of an employee;
 - (4) A disciplinary or dismissal action against an employee.
 - (5) Relationships between the Corporation and any party who might be harmed by public discussion of matters relating to the relationship;
 - (6) A clear and imminent peril to the public safety;
 - (7) Discussion or consideration of records or documents excepted from the access to public records provisions of Article VI, Section 2 of these Bylaws. Discussion or consideration of the excepted record or document shall not itself permit an extension of the executive session to the general subject to which the record or document pertains.
- C. **Attendance in executive session** shall be limited to members of the Board, its staff, clerical assistants, its legal counsel, and persons who are subjects of the discussion or whose expert information is needed.
- D. **Quorum and Voting Requirements.** A majority of the directors then in office and a majority of any committee appointed by the Board constitutes a quorum for the transaction of business, provided that, as to Board meetings, at least one director from each of the three categories of directors is present. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the act of the Board or the committee. A member of the Board or of a committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.
- E. **Decision-Making.** The Board shall attempt to reach unanimous agreement on all decisions. In the event that unanimous agreement cannot be achieved, a decision may be made by a majority of the Directors present and voting, except as otherwise provided in these Bylaws.
- F. **Minutes.** Minutes of all Board meetings shall be recorded by the Secretary or by such other person as the Board may designate and shall be approved by the Board at a subsequent meeting. All minutes of Board meetings shall be kept on permanent record by the corporation and shall be open for inspection by any member of the corporation.
- G. **Action without a Meeting.** Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice; and may be without a vote, if all of the

directors or committee members entitled to vote thereon consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

Section 11 - Duties of the Board of Directors

The Board of Directors shall carry out the purposes of the Corporation, implement the decisions of the Voting Membership, and be responsible for the general management of the affairs of the Corporation in accordance with these Bylaws.

Section 12 - Powers of the Board of Directors

In addition to the power to carry out the duties enumerated above, the Board of Directors shall have the power to:

- i. Create such committees as are necessary or desirable to further the purposes of the Corporation. (Any member of the Corporation may be appointed to any committee. No committee may take action on behalf of the Corporation except as authorized by the Board of Directors.)
- ii. Call special meetings of the membership.
- iii. Approve the borrowing and lending of money as necessary to further the purposes of the Corporation and in accordance with paragraph IX-4 of these Bylaws.
- iv. Exercise all other powers necessary to conduct the affairs and further the purposes of the Corporation in accordance with the Certificate of Incorporation and these Bylaws.

Section 13 - Compensation

Directors shall not receive anything of more than nominal value from the corporation for serving as a director other than reimbursement for actual, reasonable, and necessary expenses incurred by the director in his or her capacity as a director. Notwithstanding the foregoing, the corporation may purchase insurance as provided in Article X, Section 6 and provide reasonable compensation to a director for services which are beyond the scope of the director's duties as a director, so long as it complies with DCLT's Conflict of Interest Policy, found in Article V, and as amended.

ARTICLE IV: OFFICERS

Section 1 - Designation

The officers of the Corporation shall be: President, Vice President, Secretary, and Treasurer. Additional officers may be appointed from among the Directors by the Board as necessary.

Section 2 - Election

The officers of the Corporation shall be elected by a majority vote of the Board of Directors, from among themselves, at the Annual Meeting of the Board. Any vacancies occurring in any of these offices shall be filled by the Board for the unexpired term.

Section 3 - Tenure

The officers shall hold office until the next Annual Meeting of the Board after their election, unless, before such time, they resign or are removed from their offices, or unless they resign or are removed from the Board of Directors. Any officer who ceases to be a member of the Board of Directors shall thereby cease to be an officer.

Section 4 - Removal from Office

The officers shall serve at the pleasure of the Board of Directors and may be removed from office at any time by an affirmative vote of two thirds of the entire Board of Directors.

Section 5 - Duties of the Officers

A. The President shall:

- (1) Preside at all meetings of the Board of Directors and the Membership when able to do so.
- (2) Consult with the other officers and the committees of the Corporation regarding the fulfillment of their duties.
- (3) Assure that an agenda is prepared for every meeting of the Membership and the Board of Directors.
- (4) Give notice to any Director who has been absent from three consecutive regular meetings.
- (5) Call special meetings of the Membership or Board of Directors when petitioned to do so in accordance with these Bylaws.
- (6) Carry out the duties assigned to the President regarding the removal of a Director.
- (7) Perform such other duties as the Board of Directors may assign.

B. The Vice President shall:

- (1) Perform all duties of the President in the event that the President is absent or unable to perform these duties.
- (2) Perform those duties assigned to the President regarding the resignation or removal of a Director when the President is disqualified from performing these duties.
- (3) Assure that up-to-date copies of these Bylaws (incorporating any duly approved amendments) are maintained by the Corporation; answer all questions from the Board regarding these Bylaws; and assure that all actions of the Membership and Board of Directors comply with these Bylaws.
- (4) Assure that any and all committees established by the board of directors are constituted as the board has directed and meet as necessary and appropriate.
- (5) Perform such other duties as the Board of Directors may assign.

C. The Secretary shall:

- (1) Assure that a list of all Members and their mailing addresses is maintained by the Corporation.
- (2) Assure that proper notice of all meetings of the Membership and the Board of Directors is given.
- (3) Assure that motions and votes in meetings of the Membership and Board are accurately represented to those present and are accurately recorded in the minutes.
- (4) Assure that minutes of all meetings of the Membership and the Board of Directors are recorded and kept on permanent record.
- (5) Perform such other duties as the Board of Directors may assign.

D. The Treasurer shall oversee the finances of the Corporation. Specifically, the Treasurer shall:

- (1) Assure that the financial records of the Corporation are maintained in accordance with sound accounting practices.
- (2) Assure that funds of the Corporation are deposited in the name of the Corporation in accordance with these Bylaws.
- (3) Assure that all deeds, title papers, leases, and other documents establishing the Corporation's interest in property and rights in particular matters are systematically and securely maintained.
- (4) Assure that all money owed to the Corporation is duly collected and that all gifts of money or property to the Corporation are duly received.
- (5) Assure the proper disbursement of such funds as the Board of Directors may order or authorize to be disbursed.
- (6) Assure that accurate financial reports (including balance sheets and revenue and expense statements) are prepared and presented to the Board at the close of each quarter of each fiscal year.

- (7) Assure that such reports and returns as may be required by various government agencies are prepared and filed in a timely manner.
- (8) Assure that an annual operating budget is prepared and presented to the Board for its approval prior to the beginning of each fiscal year.
- (9) Perform such other duties as the Board of Directors may assign.

ARTICLE V: Conflict of Interest Policy

Every Director, Officer, or member of a committee with board-delegated powers shall make decisions and carry out his or her oversight responsibilities in the best interests of the Corporation. Upon joining the Board of Directors or a committee with powers delegated by the Board of Directors, each new member shall be given a copy of the Corporation's Conflict of Interest Policy and shall sign a document stating that they have read and understood the policy and agree to comply with it. Each Board member shall annually provide a listing all of his or her professional, financial, and personal affiliations that might affect his or her independent decision-making capacity during board service. The Board of Directors shall review annually the Conflict of Interest Policy.

ARTICLE VI: STEWARDSHIP OF LAND, PROPERTIES, AND OTHER ASSETS

Section 1 - Principles of Land Use

The Board of Directors shall oversee the use of land, property, and other assets owned and controlled by the Corporation and shall convey the right to use such land, property, and other assets so as to facilitate access to affordable housing and commercial and retail property and other assets by low-to moderate-income people. In so doing, the Board shall be guided by the following principles:

- i. The Board shall consider the needs of potential lessees and shall attempt to effect a just distribution of land use and other use rights.
- ii. The Board shall convey land use and other use rights on terms that will preserve affordable access to land, housing and other assets for future low-to moderate-income residents of the community.
- iii. The Board shall convey land use and other use rights in a manner that will promote the long-term well-being of the community and the long-term health of the environment.

Section 2 - Encumbrance of Land, Properties and other Assets

The decision to mortgage or otherwise encumber land, property, or other assets owned by the Corporation shall require the approval of the Board of Directors. Any such encumbrance shall be subordinated to any ground leases or other use or resale restrictions relating to such land, properties or other assets.

Section 3 - Sale or Relinquishment of Control of Land, Properties, and other Assets

The sale or relinquishment of control of land, properties and other assets does not conform to the philosophy and purposes of the Corporation. Accordingly, land, properties and other assets shall not be sold or have control relinquished except in extraordinary circumstances, and then only in accordance with the following guidelines.

- A. A parcel of land, properties or other assets may be sold or control relinquished pursuant to a resolution adopted by an affirmative vote by at least two thirds of the entire Board of Directors at a regular or special Board meeting, provided that (i) the Corporation has owned or controlled the parcel, properties or other assets for no more than sixty (60) days at the time the vote is taken, and (ii) the parcel, properties or other assets is not leased to or used by

any party, and (iii) the resolution states that the location or character of the parcel, properties or other assets is determined to be such that the charitable purposes of the Corporation are best served by selling or relinquishing control of the land, properties or other assets and applying the proceeds to the support of other activities serving those purposes.

- B. In all other circumstances a parcel of land, properties or other assets may be sold or have control relinquished only with: (1) An affirmative vote by at least two thirds of the entire Board of Directors at a regular or special Board meeting, provided that written notice of such meeting has described the proposed sale or relinquishment of control and the reasons for the proposal; and (2) The approval of two thirds of the Voting Members present at a regular or special Membership Meeting, a quorum being assembled, provided that written notice of such meeting has described the proposed sale or relinquishment of control and the reasons for the proposal.
- C. If any of the Corporation's land, properties or other assets is to be sold or relinquished to any person or entity other than a not for- profit corporation or public agency sharing the purposes of the CLT, any ground lessees or other users on that land, properties or other assets shall have the opportunity to exercise a right of first refusal to purchase or keep control of the land, properties or other assets that they have been leasing from or using with control by the CLT.

ARTICLE VII: OWNERSHIP OF HOUSING AND OTHER IMPROVEMENTS LOCATED ON THE CORPORATION'S LAND, AND LIMITATIONS ON RESALE

Section 1 - Ownership of Housing and Improvements on the Corporation's Land

In accordance with the purposes of the Corporation, the Board of Directors shall take appropriate measures to promote and facilitate the ownership of housing and other improvements on the Corporation's land, properties, and other assets by low-to moderate-income people. These measures may include, but are not limited to, provisions for the sale of housing to such people; provisions for financing the acquisition of housing by such people, including direct loans by the Corporation; provision for grants or other subsidies that will lower the cost of housing and other improvements for such people; and provisions to place use and resale restrictions thereon.

Section 2 - Preservation of Affordability

It is a purpose of the Corporation to preserve the affordability of housing and other improvements for low- to moderate income people in the future. Accordingly, when land, properties and other assets is leased or used for such purpose, the Board of Directors shall assure that, as a condition of the lease or use, housing or other improvements on the land, properties and other assets may be resold or have control relinquished only to the Corporation or to another low- to moderate-income person and only for a price limited by a "resale formula" as described in Section 3 below. However, notwithstanding the foregoing, the Board of Directors may choose, for reasons consistent with the charitable purposes of the Corporation, to lease certain parcels of land for uses that do not require continued affordability for low- to moderate-income people, and in such cases the resale restrictions described above shall not be required as a condition of the lease or other use.

Section 3 - The Resale Formula

Whenever its purpose is to preserve affordability, the Corporation shall restrict the price that ground lessees may receive when they sell or are otherwise transferred housing and other improvements located on the land, properties, and other assets that are leased to or used by them by the Corporation. The same policy shall be applied in the case of condominium units or other units, residential or commercial, stewarded by the Corporation, regardless of whether the land, properties, and other assets are owned or are controlled by the Corporation. A policy establishing such restrictions in the form of a “resale formula” shall be adopted by the Board of Directors and the Voting Members of the Corporation, in accordance with the following principles:

- a. To the extent possible, the formula shall allow the seller/transferor to receive a price based on the value that the seller has actually invested in the land, property, or other asset being sold or otherwise transferred; and
- b. To the extent possible, the formula shall limit the price of the land, property or other asset to an amount that will be affordable for other low- to moderate-income people at the time of the transfer of ownership.

Section 4 - Procedures for Adoption of a Resale Formula

The Board of Directors shall present to the Members resale formulas that may be utilized under different circumstances. The Voting Members must approve the resale formulas that the Board would be permitted to use. The Board then may decide which of those formulas from the approved resale formula list are used at any particular development.

The adoption of a resale formula shall require:

- a. An affirmative vote by at least two thirds of the entire Board of Directors at any regular or special Board meeting, provided that written notice of such meeting has set forth the proposed formula with an explanation thereof; and
- b. An affirmative vote by at least two thirds of the Voting Members present at any regular or special Membership meeting, a quorum being assembled, provided that written notice of such meeting has set forth the proposed formula with an explanation thereof.

Section 5 - Procedures for Altering or Removing a Resale Formula from Use

A. The consistent long-term application of a resale formula is essential to the purposes of the Corporation. Accordingly, the resale formula shall not be altered unless the Board of Directors and Voting Members of the Corporation determine that the current formula presents an obstacle to the achievement of the purposes of the Corporation. In such event, the resale formula may be altered only by a two-thirds vote of the entire Board of Directors and a two-thirds vote of the Voting Members present at a Membership meeting, as described above for the adoption of the formula.

B. If the Board of Directors believe a resale formula should no longer be used by the Corporation, they may vote to remove that resale formula from the list of approved resale formulas. The removal of a resale formula from use may be voted on by a two-thirds vote of the Board of Directors and a two-thirds vote of the Voting Members present at a Membership meeting, as described above for the adoption of the formula.

ARTICLE VIII: AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

The Certificate of Incorporation may be amended and these Bylaws may be amended or may be repealed and new Bylaws adopted only by:

1. An affirmative vote by two thirds of the Board of Directors at any regular or special Board meeting, provided that written notice of such meeting no less than 30 days, and no more than 90 days prior to the meeting, has set forth the proposed amendment or replacement, with appropriate explanations thereof; and
2. An affirmative vote by two thirds of the Voting Members present at any regular or special Membership meeting, a quorum being assembled, provided that (a) the written notice of the meeting set forth the text of or a summary of the proposed amendment no less than 30 days, and no more than 90 days prior to the meeting, and (b) at least ten percent of each class of Voting Members is in attendance at the meeting in person, via conference if enabled, or has submitted a ballot in accordance with Absentee Voting provisions Article II, Section 6 J.

ARTICLE IX: DISSOLUTION

In the event that the Corporation must be dissolved, the assets of the Corporation shall be distributed in accordance with the Corporation's Articles of Association to one of the following organizations organized and operated as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) as follows:

- A. To a local non-profit "Community Land Trust" Corporation(s) serving the area(s) closest to the area(s) in which the Corporation owns land and/or interest in land; or
- B. To any other local Community Land Trust, or regional or national Community Land Trust federation or organization; or
- C. If no other Community Land Trust organization is willing to assume responsibility for the assets of this Corporation, or if no other Community Land Trust organization meets the approval of the Board and the voting Membership of this Corporation to any other 501(c)(3) tax-exempt non-profit organization which agrees to administer the assets of this Corporation in accordance with its goals and purposes.

The types of organizations listed above do not constitute a list of priorities, and the determination of which non-profit, tax-exempt organization or organizations shall receive the Corporation's assets on dissolution shall be in the discretion of the Board of Directors and the Membership of the Corporation. The motion for disposition of the assets of the Corporation must be approved by 2/3 of the Board of Directors and the affirmative vote of 75% of the voting Members present or duly represented at a Membership Meeting. Notice of the motion for disposition of the assets of the Corporation shall be given to all Members no later than one month prior to the meeting at which a decision is to be made. The notice must state that the purpose, or one of the purposes, of the meeting is to consider dissolving the Corporation and contain or be accompanied by a copy of the plan of dissolution.

ARTICLE X: MISCELLANEOUS PROVISIONS

Section 1 - Fiscal Year

The fiscal year of the Corporation shall begin on January 1 of each year, and shall end on December 31 of each year.

Section 2 - Deposit of Funds

All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors from time to time may determine.

Section 3 - Checks, etc.

All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be made in such manner as the Board of Directors from time to time may determine.

Section 4 - Loans

No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, except as authorized by the Board of Directors. Any such authorization shall relate to specific transactions.

Section 5 - Contracts

Any officer or agent of the Corporation specifically authorized by the Board of Directors may, on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. Without the express and specific authorization of the Board of Directors, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of the Corporation.

Section 6 - Indemnification

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her (or his or her heirs, executors, or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties.