

**MADISON AREA CLT CORPORATION
BYLAWS**

ARTICLE 1. NAME AND PURPOSE

Section 1.1 Name: The name of this organization shall be the Madison Area CLT Corporation, hereinafter referred to as the "Corporation" or the "CLT."

Section 1.2 Purpose: The purposes of the Corporation shall be to:

- a) Provide opportunities for low and moderate income people to secure housing that is decent and affordable and that is controlled by the residents on a long-term basis.
- b) Preserve the quality and affordability of housing for future low and moderate income residents of the community.
- c) Combat neighborhood deterioration in economically disadvantaged neighborhoods by promoting the development, rehabilitation, and maintenance of decent housing in these neighborhoods; by promoting economic opportunities for low income residents of these neighborhoods; by making land available for projects and activities that improve the quality of life in these neighborhoods; and by assisting residents of these neighborhoods in improving the safety and well-being of their community.
- d) Protect the environment and promote ecologically sound use of land and natural resources and the long-term health and safety of the community.

ARTICLE 2. MEMBERSHIP

Section 2.1 Members: Subsequent to the first annual meeting, Members of the CLT shall be:

- a) CLT Resident Members, who shall be all persons leasing land of housing from the CLT, or who lease or own housing that is located on land leased from the CLT by another person or entity.
- b) General Members shall be other persons who have complied with the following requirements:
 - 1) Age eighteen or older,
 - 2) Submission of an initial Membership application including a signed statement of support for the purposes of the CLT in a form to be determined by the Board of Directors,
 - 3) Payment of dues, as established by the Membership, for the current calendar year.
- c) Organizational Members shall be any organization which meets the following requirements:
 - 1) Submission of an initial Membership application including a signed statement of support for the purposes of the CLT in a form to be determined by the Board of Directors,
 - 2) Payment of dues, as established by the Membership, for the current calendar year.
- d) Statement on Diversity: The Membership of the CLT should reflect the diversity of the population of Dane County.

Section 2.2 Membership Dues

- a) Annual Membership dues shall be assessed for each calendar year by an affirmative vote of a majority of all voting Members present and voting at the Annual Meeting preceding that year. If no such action is taken to assess dues, the dues for that year shall be as established for the previous year.
- b) Subsequent to the first Annual Meeting, General Membership dues will be a sliding scale fee of \$1.00 to \$5.00 per person.
- c) Subsequent to the first Annual Meeting, Organizational Membership dues will be \$25.00 per organization.
- d) Dues may be waived at the discretion of the Board of Directors upon demonstration of financial hardship.
- e) No dues will be charged to CLT Resident Members.

Section 2.3 Rights of Members

- a) Every CLT Resident and General Member, as well as one person designated by each Organization Member, shall have the right to participate in meetings of the Membership, to attend meetings of the Board, and to receive notices and minutes of Membership Meetings and Annual Reports of the Corporation.
- b) Every CLT Resident, General Member, and Organization Member Designee residing in Dane County shall have the additional right to cast one vote on all matters properly put before the Membership for consideration, to nominate and participate in the election of the board as provided by these Bylaws, and to serve on the Board or on committees if chosen.
- c) Subsequent to the first Annual Meeting, the approval of the Membership, in accordance with these Bylaws, is required before any action may be taken on
 - 1) the assessment of Membership dues,
 - 2) the sale of land owned by the CLT,
 - 3) the establishment or alteration of the "resale formula,"
 - 4) the amendment of the Articles of Incorporation or these Bylaws,
 - 5) the dissolution of the Corporation.

ARTICLE 3. BOARD OF DIRECTORS

Section 3.1 Number of Directors: Except for the initial Board named in the Articles of Incorporation, the Board shall consist of no fewer than twelve (12) and no more than fifteen (15) Directors.

Section 3.2 Composition of the Board

- a) There shall be two categories of Directors:
 - 1) CLT Resident Representatives, and
 - 2) General Representatives.
- b) CLT Resident Representatives shall comprise one-third of the seats on the Board of Directors.
- c) No fewer than one-third (1/3) of the Board shall be some combination of
 - 1) Residents of neighborhoods within Dane County where at least 1 % of the households have incomes at or below 80% of County median, or
 - 2) Residents of Dane County with household incomes below 80% of County median,

- d) No more than one-third (1/3) of the Directors shall be comprised of government officials. For the purposes of this section, "government officials" shall be defined as "persons serving in a paid or unpaid capacity in any level of government with decision making authority which in any way might impact the CLT."

Section 3.3 Nomination of Directors: For all regular elections subsequent to the first Annual Meeting of the Membership, Directors shall be nominated as follows:

- a) CLT Resident Representatives
 - 1) CLT Resident Members may nominate CLT Resident Representatives to the board from among themselves or the members (general or resident). These nominations must either be submitted in writing to the Secretary of the Corporation at least thirty (30) days prior to the Annual Meeting or be made from the floor at the Annual Meeting.
 - 2) If, at the Annual Meeting, after the chair has called for nominations for CLT Resident Representatives by CLT Resident Members, the number of nominees is insufficient for the number of positions to be filled, General Members and Organizational Member Designees, may nominate any member meeting the criteria established under Article 3.2 c) to fill the position(s) for which there are no CLT Resident Member nominees.
- b) General Representatives: General Members or Organizational Member Designees may nominate General Representatives from among themselves. These nominations must either be submitted in writing with the nominating party's signature to the Secretary of the Corporation at least thirty (30) days prior to the Annual Meeting or be made from the floor at the Annual Meeting.
- c) Notice of Nominations: A list of all persons nominated in both the CLT Resident and General Representative Categories shall be included with the notice of the Annual Meeting.

Section 3.4 Election of Directors: Directors shall be elected by Members present and voting at the Annual Meeting, a quorum of ten percent (10%) of the total membership being present, in accordance with the following procedures:

- a) A separate vote shall be taken for each of the two categories (CLT Resident and General) of Board representatives. If a person is nominated in more than one category and is then elected in one category, that person's name shall be removed from the list of nominees in the remaining category.
- b) Each Member may vote for one nominee for each vacant position in each category of Board representative.
- c) Positions shall be filled by those candidates receiving the largest number of votes, even if the number constitutes less than a majority of the total votes cast. Once one-third of the seats have been filled by "government officials" (see Section 3.2 d)), other "government official candidates" will be ineligible for seats on the Board.

Section 3.5 Duties of the Board of Directors: The Board of Directors shall carry out the purposes of the Corporation, implement the decisions of the regular membership, and be responsible for the general management of the affairs of the Corporation in accordance with these Bylaws.

Section 3.6 Conflict of Interest

- a) Prior to election (or after the acquisition of such interest, if later), each Director shall file with the Secretary of the Corporation a statement indicating the identity of each parcel of property and each business within the Corporation's service area, in which such Director has a direct and substantial interest. Such statements shall be preserved in the permanent records of the Corporation and shall be open to any member of the Corporation.
- b) No member of the Board of Directors shall vote on any matter in which such Director or any parent, spouse, child, partner, employer or similar related business entity has a direct substantial interest in any property or business that would be specifically, directly, or substantially affected by such action.

Section 3.7 Terms of Directors

- a) The term of each Director shall be three (3) years. Election of Directors shall be staggered so that, except for the filling of vacancies, one-third of the Directors shall be elected each year.
- b) 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.

Section 3.8 Resignation of Directors: Resignation from the board, except in the case of death, shall be by written notice to the Secretary. In the case of death, the Secretary shall declare a seat to be vacant when in possession of a published obituary, or similar report of death.

Section 3.9 Vacancies

- a) The unexpired term of a vacated Director's seat shall be filled by election at the Annual Meeting.
- b) Temporary appointments may be made by the Board to fill vacancies until the next Annual Meeting provided:
 - 1) The appointment is made at a regularly scheduled Board Meeting;
 - 2) Two-thirds of the Directors present approve; and
 - 3) the annual meeting is more than three (3) months from the date of the appointment.

Section 3.10 Removal of Directors:

- a) **Grounds for Removal:** The Grounds for Removal shall be indicated whenever an action to remove a Director is taken. The grounds upon which the removal may be based include:
 - 1) **Inattention to Duty:** Inattention to duty shall be defined as attendance at less than two-thirds of the Board meetings, or assigned committee meetings, during the previous twelve months.
 - 2) **Conflict of Interest:** Failure to indicate a conflict of interest and failure to abstain from discussion and voting on issues where a conflict of interest exists.
 - 3) **Conviction of a felony**
- b) Decisions regarding removal for cause shall require a vote of three-quarters of the Directors. Such a vote must take place at a regularly scheduled board meeting, after a thirty (30) day notice to all Directors that a removal vote is on the agenda for the

meeting, and after allowing reasonable time at the meeting for the Director to show cause why they should not be removed.

Section 3.11 Committees: The Board shall establish an Executive Committee, a Personnel Committee, a Finance Committee, and any other committees the Board deems necessary. The Executive Committee shall be composed of the officers of the Corporation.

ARTICLE 4. OFFICERS

Section 4.1 Designation: The officers of the Corporation shall be: President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined.

Section 4.2 Election: The officers of the Corporation shall be elected by a majority vote of the Board of Directors, from among themselves. Any vacancies occurring in any of these offices shall be filled by the Board for the unexpired term.

Section 4.3 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 such time, 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 4.4 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 4.5 Duties of the President: The President shall:

- a) Preside at all meetings of the Board of Directors and of the membership of the Corporation, when able to do so.
- b) Consult with other officers and the committees of the Corporation regarding the fulfillment of their duties.
- c) Assure that an agenda is prepared for every meeting of the Board of Directors; and, in conjunction with the Secretary, assure that this agenda is distributed with the notice of the meeting in accordance with these Bylaws.
- d) Give notice to any Director who has been absent from three consecutive regular meetings of the Board of Directors.
- e) Call special meetings of the Board of Directors.
- f) Perform such other duties as the Board of Directors may direct.

Section 4.6 Duties of the Vice President: The Vice President shall:

- a) Perform all duties of the President in the event that the President is absent or unable to perform these duties.
- b) Perform such other duties as the Board of Directors may direct.

Section 4.7 Duties of the Secretary: The Secretary shall:

- a) Assure that a list of all members of the Corporation and their mailing addresses is maintained by the Corporation.
- b) Assure that notice of all meetings of the Board of Directors is given.
- c) Assure that motions and votes in meetings of the Board are accurately stated in the minutes of such meetings.

- d) Assure that minutes of all meetings of the membership and the Board of Directors are recorded, distributed, and kept on permanent record.
- e) Perform such other duties as the Board of Directors may direct.

Section 4.8 Duties of the Treasurer: The Treasurer shall oversee the finances of the Corporation. Specifically, the Treasurer shall:

- a) Assure that the financial records of the Corporation are maintained in accordance with sound accounting practices.
- b) Assure that funds of the Corporation are deposited in the name of the Corporation.
- c) Assure that all deeds, title papers, leases, and other documents establishing the Corporation's interest in property and rights in particular matters are maintained in the name of the Corporation in such manner as the Board directs.
- d) 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.
- e) Assure the proper disbursement of such funds as the Board of Directors may order or authorize to be disbursed.
- f) Oversee the preparation of financial reports, including a balance sheet and an income statement, at the close of each quarter of each fiscal year, and present such reports to the Board of Directors.
- g) Assure that such reports and returns as may be required by various government agencies are prepared and filed in a timely manner.
- h) Oversee the preparation of an annual budget prior to the beginning of each fiscal year for the approval of the Board of Directors.

ARTICLE 5. MEETINGS

Section 5.1 Accessibility

- a) All CLT meetings will be held in physically accessible meeting spaces.
- b) Sufficient notice for all CLT meetings will be provided so as to permit persons with disabilities sufficient opportunity to arrange for transportation.
- c) Upon request, any meeting of the CLT will be made accessible through the provision of oral, written or visual language interpretation and translation.

Section 5.2 Membership: Meetings of the membership may be held provided that at least ten (10) days notice is given the membership. Appropriate mechanisms forgiving the membership notice include publication in the newsletter of the CLT or direct mailing to all members.

Section 5.3 Annual Meeting

- a) Written notice of each Annual Meeting will be mailed out to all CLT members at least twenty-one (21) days prior to the Annual Meeting.

Section 5.4 Board

- a) Notice of Meetings: Except for emergency meetings, written notice of a Board meeting shall be mailed to all Directors at least seven days prior to the meeting or shall be delivered in person at least five days prior to the meeting. Notice of every meeting shall include an agenda for the meeting and shall be accompanied by minutes of the previous meeting.
- b) Regular Meetings: The Board of Directors shall meet as needed but no less often than once every two months, at such times and places as the Board may establish.

- c) **Special Meetings and Emergency Meetings:** Special meetings may be called by the President, or by any three Directors. Notice of Emergency Meetings, including an announcement of the agenda, shall be given by telephone or in person to all directors. Every reasonable effort shall be made to notify Directors.
- d) **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.
- e) **Quorum:** At any meeting of the Board, a quorum shall consist of a majority of the Board of Directors.
- 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 the next Board meeting. Minutes of each Board meeting shall be distributed with the notice of the next meeting to all Directors. All minutes of the Board meetings shall be kept on permanent record by the Corporation and shall be open to inspection by any member of the Corporation.

Section 5.5 Committees

- a) **Openness:** The meetings of committees, except the Executive and Personnel Committees, shall be open to attendance by any member of the CLT. The meetings of the Executive and Personnel Committees may be closed by action of the committee, provided the cause for limiting attendance is given.
- b) **Membership:** Membership or appointment to a committee shall be open to any member of the CLT. The Personnel Committee and the Executive Committee are exempted from this rule.

ARTICLE 6. MISCELLANEOUS PROVISIONS
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Section 6.1 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 6.2 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 6.3 Checks, Etc.: All checks, drafts, endorsements, notices 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 6.4 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 6.5 Contracts: An 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 agent may enter into any contract or execute and deliver any instrument in the name of the Corporation.

Section 6.6 Indemnification: Any person (and heir, executors and administrators of such person) made or threatened to be 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 attorney's fees and disbursements, incurred by him or her (or his or her heir, 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.

ARTICLE 7. STEWARDSHIP OF LAND

Section 7.1 Principles of Land Use: The Board of Directors shall oversee the use of land owned by the Corporation and shall convey the right to use such land so as to facilitate access to land and affordable housing by low and moderate income people. In so doing, the Board shall be guided by the following principles:

- a) The Board shall consider the needs of potential lessees and shall attempt to effect a just distribution of land use rights.
- b) The Board shall convey land use rights on terms that will preserve affordable access to land and housing for future low and moderate income residents of the county.
- c) The Board shall convey land use rights in a manner that will promote the long-term wellbeing of the community and the long-term health of the environment.

Section 7.2 Encumbrance of Land: The decision to mortgage or otherwise encumber land owned by the Corporation shall require the approval of the Board of Directors.

Section 7.3 Sale of Land: The sale of land does not conform with the philosophy and purposes of the Corporation. Accordingly, land shall not be sold except in circumstances when the sale is considered a necessary means of achieving the purposes of the Corporation. In such circumstances, land may be sold only after 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.

ARTICLE 8. OWNERSHIP OF HOUSING AND OTHER IMPROVEMENTS LOCATED ON THE CORPORATION'S LAND, AND LIMITATIONS ON RESALE

Section 8.1 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 by low and 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; and provision for grants or other subsidies that will lower the cost of housing for such people.

Section 8.2 Purchase by the Corporation of Improvements Located on the Corporation's Land: It is a purpose of the Corporation to preserve the affordability of housing and other improvements for low and moderate income people in the future. Accordingly, when land-use rights are leased, the Board of Directors shall assure that, as a condition of the lease, the Corporation is granted the right to purchase any lessee-owned housing or other improvements

on the land, for a price determined by the "resale formula," at such time as the lessees wish to sell or the lease is terminated.

Section 8.3 The Resale Formula: For the purpose of preserving affordability, the Corporation shall restrict the price that lessees may receive when they sell housing and other improvements located on the land leased to them 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 Regular Members of the Corporation, in accordance with the following principles:

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

Approved by the Board of Directors, September 27, 1990

Amended by the Board of Directors, February 21, 1994

Amended by the Members, June 27, 1996