

AMENDEDMENTS TO THE BYLAWS OF ONE ROOF COMMUNITY HOUSING  
PROPOSED TO THE MEMBERS FOR APPROVAL

The Amended and Restated Bylaws of One Roof Community Housing (Bylaws) is a document which governs the operating rules of the Board of Directors. Any change to the Bylaws is required to be approved by the Members. The last time changes to the Bylaws were approved by the Members was June 17, 2021. The Bylaws are maintained in One Roof's records and do not need to be filed with any unit of government to be effective. The proposed changes are described below.

1. Approval of the following change to Section 3.7(b) of the Bylaws is requested;

- (b) **Commencement of Terms.** The term of office of a regularly elected Director shall commence at the Annual Board Meeting. Prior to the Annual Board Meeting ~~a nominated the elected~~ Director may attend meetings of the Board but may not vote. The term of office of a Director elected by the Board to fill a vacancy shall commence at the time of his or her acceptance and continue until the next Annual Members Meeting, at which time a permanent replacement shall be elected for a full term according to the procedures described in Sections 3.4 and 3.5. In the event a Director elected by the Board to fill a vacancy is permanently elected to the Board, any partial term shall not be counted under subsection (a) above or subsection (c) below.

The Board is requesting this change to clarify that election of new Directors is at the annual meeting of the Members and prior to that time, a proposed director is nominated, not elected. The incorrect language is a holdover from the previous nomination and election process.

2. Approval of the following change to Section 3.11(e) of the Bylaws is requested:

- (e) **Annual Board Meeting.** The Board shall hold an annual meeting no later than during the month of June 30 in each year for the purpose of installing Directors elected to office at the Annual Members Meeting and the election of the Chair, Vice Chair and Secretary. ~~The Annual Board Meeting may take place at the regular meeting held during the month of June, or at such other time as the Board specifies by resolution.~~

The Board is requesting this change to enable it to have additional flexibility in coordinating the timing of annual meeting of the Board with the annual meeting of the Members. The exact timing of the annual Members meeting is not specified in the Bylaws.

3. Approval of the following change to Section 5.3(a) of the Bylaws is requested:

- (a) **Regular Meetings.** A committee may, by its own motion, provide for the time ~~for~~ and ~~frequency of~~~~place for~~ holding regular meetings without notice other than such motion.
- (b) **Special Meetings.** A special or regular meeting of any committee may be called by the chair of the committee, the Chair, or by any two committee members.
- (c) **Place of Meetings.** All committee meetings shall be held at any place designated by the committee's chair or the Chair.

The Board is requesting this change to make it clear in the Bylaws that each committee may determine its own meeting schedule, including the number of meetings held each year. In addition, the changes remove the conflict between subsections (a) and (c) regarding who is responsible for determining the meeting place for a committee meeting.

No other changes are being recommended by the Board at this time.