

SUMMARY OF PROPOSED CHANGES TO THE ONE ROOF COMMUNITY HOUSING BYLAWS

Presented to the Board for recommendation on March 28th, 2024

Presented to the Members for approval on May 9th, 2024

The current Bylaws of One Roof Community Housing (One Roof) became effective on May 26th, 2022 after approval of the One Roof Membership (2022 Bylaws). One Roof's Bylaws contain the operating rules for the One Roof Board of Directors (Board). For example, these rules include such matters as requirements for minutes to be kept by the Board and its committees, notice requirements for meetings of the Board, its committees and Members, and the number of Board members, committee members or Members required to be present in order to convene a meeting at which business is conducted (quorum requirements).

In the course of applying the requirements of the Bylaws, several inconsistencies were identified by One Roof staff. None of these inconsistencies are fatal errors which affect the compliance of the Bylaws with applicable law. Rather, these inconsistencies make some of the Bylaw provisions harder to interpret correctly.

On March __, 2024, after review by the One Roof Governance Committee, the Board recommended that changes to the Bylaws as summarized below be presented to the Members for approval at the 2024 Annual Membership Meeting.

- In One Roof's ongoing efforts to support diversity and inclusion, gender-specific references (he/him, she/her) were changed to inclusive references (they/them/their).
- A general requirement that a quorum must be present in order to convene a meeting of the Board, its committees and Members was added and random quorum references were removed.
- The roles of assistant officers (Assistant Secretary, Assistant Treasurer) were clarified to allow them to perform their duties in the presence and at the direction of the officer to whom they provide assistance.
- A section was added which provides that communications, notices and electronic voting are proper (a) when delivered in person; (b) when sent by electronic communication; (c) three days after the date of sending by certified or registered United States mail, return receipt requested, postage prepaid; or (d) when sent by commercial overnight delivery service with tracking service, postage prepaid, all of the foregoing addressed to the party to whom directed at the physical or electronic (as applicable) address currently on file with One Roof. "Electronic communication" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient of the communication, and that may be directly reproduced in paper form by the recipient through an automated process and includes, but is not limited to email and facsimile communication.

Timing of notices was not changed and can vary depending on the type of notice given. Where the Bylaws require notice, reference to the new Bylaws section was added.

- A provision was added requiring Members to provide One Roof with current contact information. There are no negative consequences for a Member who does not do that.
- The requirements for preparation, distribution, and signing committee minutes were revised to match the requirements for Board minutes. Minutes must be taken, distributed to the committee, kept as a permanent record, and upon approval by a committee, distributed to the Board.
- Miscellaneous revisions were made to correct typographical errors, cross-references and terminology.