

SUMMARY OF PROPOSED CHANGES TO THE BYLAWS OF ONE ROOF COMMUNITY HOUSING

Presented to the Board for recommendation on March 27th, 2025

Presented to the Members for approval on May 15th, 2025

The current Bylaws of One Roof Community Housing (One Roof) became effective on May 9^h, 2024 after approval of the One Roof Membership (2024 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, 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. In addition, some of the proposed changes conform the provisions of the Bylaws to the current operating procedures of One Roof.

On March 27th, 2025, 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 2025 Annual Membership Meeting:

- In order to improve the process required to become a voting Member of One Roof (Member), the proposed Bylaws eliminate the dues and replace it with a Membership Commitment Statement (Statement). (You have been provided with the proposed Statement when you arrived at this meeting.) All references to “dues” have been omitted from the Bylaws.
- References to “regular” meetings of the Members have been removed in order to comply with the provisions of applicable law.
- The proposed Bylaws provide that the minutes of the annual meeting of Members will be posted on One Roof's website within 60 days of the meeting, rather than being made available within 30 days.
- Revisions are proposed to the section of the Bylaws regarding duties of the Board of Directors to remove duplicate provisions in the Bylaws and to clarify the process for and contents of the Annual Report. The proposed process delegates to the President of One Roof the selection of information to be included in the Annual Report, in consultation with the Board as needed.
- A provision was added requiring the Board of Directors to approve the appointment of Assistant Treasurers and Assistant Secretaries. There was no prior comparable provision in the Bylaws. In addition, a provision was added to provide that the offices of Assistant Treasurers and Assistant Secretaries terminate when their employment by One Roof ends.
- The provision in the Bylaws which provides that One Roof employees serving as officers and assistant officers of One Roof do not receive additional compensation for those services was clarified.
- Provisions relating to the sale of One Roof's real property were clarified to remove confusing provisions.
- Miscellaneous revisions were made to correct typographical errors, cross-references and terminology.