

# **ARTICLES OF INCORPORATION**

Amended by the General Membership, 10-24-93

Amended by the General Membership, 2-11-01

## **ARTICLE I**

The name of the cooperative shall be the Madison Community Cooperative.

## **ARTICLE II**

The cooperative is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. No substantial portion of either its funds or activities may be directed at any time to other purposes. MCC strives to improve the Madison community by providing low-cost, not-for-profit cooperative housing for very low to moderate income people and to be inclusive of underrepresented and marginalized groups of the community. In further effort to make these goals achievable the cooperative shall provide training and education to its residents/members and to the community at large in the methods and mechanisms of cooperative living and housing self-management.

## **ARTICLE III**

The cooperative is organized without capital stock and not for profit. The period of existence shall be perpetual.

## **ARTICLE IV**

The qualifications and incidents of membership shall be stated in the bylaws.

## **ARTICLE V**

In event of dissolution of the cooperative, assets remaining after payment of the cooperative's obligations, if any, shall be distributed to organizations which shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE VI**

The principal office of the cooperative shall be at 1202 Williamson St., Madison, WI 53703.

## **ARTICLE VII**

The number of Directors shall be not less than five and shall be fixed by the bylaws.

## **ARTICLE VIII**

At any member meeting the cooperative may adopt any amendment to or revision of these articles which is lawful under Wisconsin State Statute 185, provided that a statement of the nature of the amendment or revision was contained in the notice of the meeting.

## **ARTICLE IX**

These revised articles shall supersede all previous articles and amendments thereto, and upon filing and recording in the manner prescribed in the statutes, shall become conclusive evidence of the existence of the cooperative.

## **ARTICLE X**

No part of the earnings of this corporation will inure to the benefit of private shareholders or individuals, except that the corporation shall be authorized to pay reasonable compensation for services rendered.

No activities of the corporation shall attempt to influence legislation except as may be permitted under provisions of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

This corporation is dedicated to exclusively charitable, scientific, literary, and educational purposes, and, in the event of dissolution, any remaining assets shall be distributed to organizations which shall at that time qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on by:

- A corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). or
- A corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The corporation shall not participate to any extent in a political campaign for or against any candidate for public office.

# BYLAWS

## Section 1 Name and Location

### 1.01 Name

The name of this cooperative shall be the Madison Community Cooperative, hereinafter referred to as MCC.

### 1.02 Location

The principal office shall be in the city of Madison, County of Dane, State of Wisconsin. The street address of the principal office shall be recorded with the Secretary of State in the manner described by law.

## Section 2 Mission and Purposes

### 2.01 Mission

A. MCC strives to improve the Madison community by providing low-cost, not-for-profit cooperative housing for very low- to moderate-income\* people and to be inclusive of underrepresented and marginalized groups. (Very low- to moderate-income! as defined by HUD standards for Dane County)

B. MCC is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. No substantial portion of either its funds or activities may be directed at any time to other purposes.

### 2.02 Purposes

MCC works toward its mission by:

- 1) Educating its members about cooperative principles and the management of cooperative housing,
- 2) Providing resources, services, and administrative support to its members and member houses,
- 3) Developing cooperative housing and services,
- 4) Assisting very low- to moderate-income students afford higher education by providing low-cost housing convenient to Madison campuses,

5) Striving to be inclusive of underrepresented and marginalized members of the community, including people of color, lesbian, bisexual, gay, and transgendered people, people with disabilities, parents raising children, and international people,

6) Striving to be environmentally responsible, and

7) Maintaining a community of cooperative by affiliating with other cooperatives, non-profit community groups, schools, neighborhood associations, and collectives for the exchange of information.

## **Section 3 Membership**

### **3.01 Types of Members**

There shall be two (2) types of members, to wit:

1) Type A: A person shall become a Type A member of MCC upon signing a valid membership contract with MCC and paying a membership fee. Membership shall be for the duration of the contract only. Only members shall live in houses owned or leased by MCC. All Type A members shall provide an income statement at the time of application. They shall be required to update this information whenever there is a significant change in the amount of their income. This information will be used to ensure that MCC is providing housing primarily to very low- to moderate-income people.

2) Type B: Any individual person may become a Type B member of MCC upon affirmation of the principles of MCC, approval of the MCC Board, and payment of annual dues as set by the MCC Board. The number of Type B members shall not exceed 10% of the number of Type A members. Each Type B member shall be entitled to one (1) vote at membership meetings and may attend MCC committee meetings and cooperative functions.

### **3.02 Income of Members**

No more than 5% of member households shall have incomes greater than 80% of the Dane County median income and no less than 60% of member households shall have incomes less than 50% of the Dane County median income. (Median income as defined by HUD standards for Dane County)

### **3.03 Control of Operations**

Through membership meetings, referenda, and open committee meetings, the members of MCC shall have direct control of MCCs operations. Electronic voting is allowed for meetings, elections, and referenda as permitted by methods specified in MCC policy.

### **3.04 Membership Meetings**

- A. At least three (3) General Membership Meetings (GMMs) shall be held annually. The Board shall decide the dates of these three (3) meetings at its first meeting in

September. The dates of the two (2) subsequent GMMs may be rescheduled at any GMM or by the board.

- B. Special Membership Meetings may be called by the Board of Directors or by a petition of 20% of the membership or 50 members, whichever is less.
- C. Members shall be given seven days written notice of General Membership Meetings and three (3) days notice of Special Membership Meetings, including the scheduled business in detail, and in accordance with state statutes. No individual shall have more than one (1) vote. No voting by proxy. Sealed votes on specific questions shall be permitted.
- D. Quorum shall be 10% of the membership or 50 members, whichever is less.
- E. In general the membership meetings shall follow Rogers' Rules of Order.
- F. Any votes to change a super-majority voting requirement in the bylaws or policies will require a vote from the GMM with the same super-majority.

### **3.05 Consideration by the Board of Directors**

Any member may initiate action for consideration by the Board by presentation of a proposal to the Board.

### **3.06 Powers of the Membership**

The membership shall be given final say on any matter that concerns the amendment of these bylaws, and any other questions called to the attention of the membership by the Board or by petition of the membership, except for officer election and removal. Such matters where the membership has final say shall be considered only by a membership meeting or by a referendum of the membership.

### **3.07 Referenda of the Membership**

- A. A referendum shall be called either by the Board or by a petition of 10% of the membership or 50 members, whichever is less. Petitions must be presented to the Membership Officer, Member Services Coordinator, Coordinating Officer, or the volunteers they appoint for verification. The person who verify the petitions must inform the Board at its next meeting of what was proposed and whether it had enough petitioners. Referenda questions shall be on written ballots. Referenda questions may be drafted by any member, but any other member may add information to the question. The member who presented the petition and the person who verified the petition will make written presentation of the issues available at MCC houses and the office at least three (3) days in advance of the ballots being collected, and then deliver ballots to the members as soon as practical within 14 days after the petition is verified.
- B. To overturn a membership vote made at a membership meeting or by referendum a petition to overturn of 10% of the membership or 50 members, whichever is less, must be presented to the Board or the Coordinating Committee within fourteen (14) days of the original vote. At this point the standard procedure for referenda is operative with one (1) exception: A petition to overturn must be approved by at least two-thirds (2/3) of the voting membership, not a simple majority. A failure of a referendum to overturn an original vote leaves the original vote standing. No more than one (1) attempt to overturn may be made per original vote.

- C. There shall be twenty-four (24) hours between a decision by the Board and its execution. An action by the Board may be recalled or affirmed by a referendum of the membership. Upon notification that a petition is pending, the Board shall be enjoined from executing a decision for one (1) additional week. There will be a twenty-four (24) hour waiting period between the passage of a membership referendum and its execution. A decision of the membership may be recalled or affirmed by a subsequent membership referendum. Upon notification that a recall petition is pending, the responsible body shall be enjoined from executing a decision for two (2) additional weeks.

## **Section 4 Board of Directors**

### **4.01 Empowerment of the Board of Directors**

The business and affairs of MCC shall be managed by its Board of Directors, hereafter called the Board. Decisions of the Board are subject to review and recall by the membership at membership meetings or by referenda. The Board is empowered to set policy, administer operations, and take actions they deem to be in the best interest of MCC, except as limited by these bylaws. The Board and its committees may decide upon the process by which they perform their duties. The Board may establish temporary committees, hire and fire staff, or take action as it deems in the best interests of MCC and the community, within the limitations of these bylaws. The Board shall establish job descriptions for staff positions and alter them as necessary. The Board shall have the power to select advisors from the community, and shall seek competent advice in the areas of finance, land purchase and sale, investment management, accounting, and legal information as necessary.

### **4.02 Composition of the Board of Directors**

The Board shall be comprised of:

- A) One (1) representative director for every 25, or any fraction thereof, Type A members living together in an MCC owned or leased house, selected by and from those members, for a term of 2 years,
- B) Five (5) officer directors, elected from the membership, to be the Coordinating Officer (President), Membership Officer (Vice-President), Finance Officer (Treasurer), Education Officer (Secretary), and Maintenance Officer, to be ex-officio voting members of the Board. An officer may vote as a representative director of their house only if they are not voting as an officer, and
- C) Up to two (2) Type B member directors, appointed by the Board for a term of 6 months.
- D) One (1) director who is the current chair of The United People Of Color Caucus (TUPOCC)

### **4.03 Selection and Recall of Representative Directors**

Each cooperative house may choose directors by whatever means it sees fit. The house shall notify the Board of its representatives and the means by which they were selected immediately upon their selection. If a board member no longer retains the member status by which they were selected, they are immediately removed from their board seat. Board members may be recalled by whatever means they were selected. The Board shall be notified immediately of any changes that occur in this manner.

### **4.04 Alternate Directors**

A cooperative house may select a number of its members equal to the number of its representatives to act as voting alternates in the event that its regular representatives cannot attend the meeting. Alternates may only vote while the appointed director is absent. The house shall notify the Board of its alternates and the means by which they were selected immediately upon their selection. Voting alternates may be recalled by whatever means they were selected. The Board shall be notified immediately of any changes that occur in this manner. Alternates serve 2 year terms.

### **4.05 Seating of the Board of Directors**

- A) Only seated board directors or alternates may vote during board meetings.
- B) Coordinating Committee shall, in each board packet, include a list of all seated board members and alternates, the date they were selected, and the means by which they were selected.
- C) If a house fails to notify the board of the appointment of a director or alternate prior to distribution of the board packet, the board may vote to seat the director/alternate if and only if the director/alternate provides their name, role, date of selection, and means by which they were selected.

### **4.06 Operation of the Board of Directors**

- A. The business of the Board shall be enacted at meetings, except any action that may be taken at a meeting may be taken without a meeting if a written statement setting forth and approving the action to be taken is signed by all directors entitled to vote on such action. Such consent shall have the same force and effect as a unanimous vote at a meeting.
- B. The Annual Meeting of the Board shall be the first meeting of the Board after the annual meeting of the membership. It shall occur no later than one (1) month after the above.
- C. The Board shall meet at least once a month.
- D. Notice shall be given in person or in writing by the Coordinating Officer at least 72 hours in advance of a meeting. Attendance at a meeting constitutes waiver of notice.
- E. Quorum at Board meetings shall be greater than half of the director positions.
- F. Voting by proxy is not allowed. However, sealed ballots on questions are permitted.
- G. The Board shall follow Rogers Rules of Order.

- H. All meetings of the Board are open to any interested members. Those who come shall have the right to speak on issues. Only authorized directors or their alternates may vote.

#### **4.07 Chairing the Board of Directors**

- A. The Board is chaired by the officers, each officer serving on a rotating basis.
- B. The Board or its committees may elect alternate chairpersons. The default is for each named officer to chair the corresponding committee.

#### **4.08 Discussion of Inclusiveness**

At least once per year, the Board will discuss the rate of success achieved on the multi-cultural diversity of our houses, hear presentations on the plans of individuals houses, and review the progress made in this area.

#### **4.09 Denial of Power to Amend These Bylaws**

The Board is denied the power to amend these bylaws.

### **Section 5 Officers**

#### **5.01 Election of Officers**

(Amended 4/26/15)

- A. Officers shall be elected annually for one-year terms to begin June 1. Officer nominations will be taken at the GMM occurring between February 1 and March 15 and at both of any two (2) Board meetings during the same time period. The Coordinating Officer and Member Services Coordinator (MSC) will ensure that the taking of officer nominations is an agenda item for each meeting, and ensure that officer descriptions are distributed with each agenda. No petition will be required to start the annual ballot vote on new officers. The MSC, with the Officer Nominations and Evaluations Committee (ONEC), will seek candidate statements during and after nominations and ensure that ballots go out by fourteen (14) days after the third meeting. By ten (10) calendar days after ballots are distributed, the MSC will collect the ballots and announce the results. Therefore, officers will be elected by ballot no earlier than April 1 and no later than April 15. Each ballot will contain a space for abstentions and the following question: Do you think this ballot reflects different views on the issue(s) with reasonable fairness?! The votes shall be considered valid unless more than one-third (1/3) of the voters answer this question in the negative. Along with staff, all incumbent officers are required to meet with newly elected officers and train them to their elected positions. Newly elected officers are required to shadow the incumbent officer to at least one (1) committee meeting between April 15 and May 15.
- B. In the event of vacancy in any of the elected offices, the Board shall appoint a person to fill the vacancy until the next membership meeting, at which time elections shall be conducted, or nominations for officers shall be taken to be voted as on a referendum.



- C. The Board accepts the advisory vote of the membership unless a vote of at least 80% of the full Board rejects any officer(s), with no objections allowed on the Board vote. In case of rejection by the Board, the membership would vote again only on the rejected officership(s), with the result subject to the same Board review (a Board power set in state law). In June the officers shall be registered as official officers of the corporation with the Wisconsin Secretary of State in the manner described by law. Officers shall be Type A members.

## **5.02 Recall of Officers**

Recall of officers shall take place only by a Board vote of at least 80% of the full Board with no objections allowed, or by an advisory vote at regular or special membership meetings or by referendum, and only by a majority vote. The Board accepts an advisory recall vote by the membership unless at least 80% of the full Board votes to reject it, with no objections allowed.

## **5.03 Officer Stipends**

Amended 2/7/16

Officers in good standing receive a stipend that is equal to the average rent of a single occupancy room and food in MCC. Each of two (2) co-officers will each receive half (0.5) of this amount.

## **5.04 Officer Descriptions**

- A. The Coordinating Officer (President):
1. is the official representative of MCC in its relations to all other organizations,
  2. Presides over all membership meetings,
  3. Chairs the Coordinating Committee, and shall be primarily responsible for the tasks and duties delineated for the committee, including distribution of agendas no later than the Saturday preceding the meeting, and the meeting notes for inclusion in the next Board of Directors agenda.
  4. With the Finance Officer and Membership Officer has custody of MCC's money,
  5. Performs such duties as the Board may from time to time direct,
  6. Submits written reports on the accomplishments of MCC at each General Membership Meeting,
  7. Is the official liaison to MCC to independent cooperative houses and cooperative businesses,
  8. With the assistance of the Education Officer, organizes training for the Board of Directors on board responsibilities and processes,
  9. Chairs the Personnel Committee and shall be primarily responsible for the tasks and duties delineated for the committee, and
  10. Is a member of the Social Justice Center (SJC) Board of Directors and, along with MCC's non-officer representative on the SJC Board of Directors, represents MCC at SJC Board of Directors meetings and keeps the MCC Board informed of SJC issues. The Coordinating Officer receives stipends for both the Coordinating Officer and the SJC Representative positions.

11. Maintain general contact with and accessibility to the members of MCC. This includes attending Membership Meetings and other events, visiting houses for dinners or meetings, and responding to email and phone contacts.
- B. The Membership Officer (Vice-President):
1. Chairs the Membership Committee and shall be primarily responsible for the tasks and duties delineated in Section 6.05B for the committee, including distribution of agendas no later than the Saturday preceding the meeting, and the meeting notes for inclusion in the next Board of Directors agenda.
  2. Performs such duties as the Board may from time to time direct,
  3. Monitors and enforces MCC's diversity and outreach policies,
  4. Has primary responsibility for the overseeing of membership staff and contractors,
  5. With the Coordinating Officer and Finance Officer has custody of MCC's money,
  6. Submits written reports on the accomplishments of the Membership Committee at each General Membership Meeting,
  7. Performs the duties of the Coordinating Officer in the event of the latter's inability to do so,
  8. With the assistance of the Education Officer, organizes orientation for new members of MCC, and educates members on fair housing law as it pertains to membership processes,
  9. Is primarily responsible for overseeing conflict resolution between members.
  10. Maintain general contact with and accessibility to the members of MCC. This includes attending Membership Meetings and other events, visiting houses for dinners or meetings, and responding to email and phone contacts.
- C. The Finance Officer (Treasurer):
1. Chairs the Finance Committee and shall be primarily responsible for the tasks and duties delineated in Section 6.05C for the committee, including distribution of agendas no later than the Saturday preceding the meeting, and the meeting notes for inclusion in the next Board of Directors agenda.
  2. Is primarily responsible for overseeing finance staff and contractors,
  3. with the Coordinating Officer and Membership Officer, has custody of MCC's money,
  4. Performs such duties as the Board may from time to time direct,
  5. Submits written reports on the accomplishments of the Finance Committee at each General Membership Meeting,
  6. with the assistance of the Education Officer, organizes education for members on MCC finances,
  7. Reviews payroll records, reporting unexplainable errors to the Finance Committee,
  8. Reviews MCC financial transactions, including payment of bills and invoices, and signs checks or conducts online payments as needed,
  9. Has primary responsibility for the overseeing of the finance staff and contractors.

10. Maintain general contact with and accessibility to the members of MCC. This includes attending Membership Meetings and other events, visiting houses for dinners or meetings, and responding to email and phone contacts.

D. The Maintenance Officer:

1. Chairs the Maintenance Committee and shall be primarily responsible for the tasks and duties delineated in Section 6.05D for the committee, including distribution of agendas no later than the Saturday preceding the meeting, and the meeting notes for inclusion in the next Board of Directors agenda.
2. oversees the books and records of MCC's maintenance program,
3. Sees that house maintenance needs are assessed yearly, and that the Maintenance Committee plans, coordinates, and implements MCC's maintenance program,
4. With the assistance of the Education Officer, organizes education for members on maintenance skills and projects
5. submits written reports on the accomplishments of the Maintenance Committee at each General Membership Meeting,
6. Performs such duties as the board may from time to time direct, and
7. Has primary responsibility for overseeing maintenance staff and contractors.
8. Maintain general contact with and accessibility to the members of MCC. This includes attending Membership Meetings and other events, visiting houses for dinners or meetings, and responding to email and phone contacts.

E. The Education Officer (Secretary):

1. has primary responsibility for ensuring the fulfillment of MCC's purpose of educating its members about cooperative principles and the management of cooperative housing,
2. Chairs the Education Committee, and shall be primarily responsible for the tasks and duties of that committee, including distribution of agendas no later than the Saturday preceding the meeting, and the meeting notes for inclusion in the next Board of Directors agenda.
3. Has primary responsibility for oversight and distribution of the education budget,
4. Is responsible for the minutes and records of MCC, and for making such records available to the members, in addition to the education materials of MCC, including the MCC library and archives,
5. Has primary responsibility for the overseeing of education staff and contractors,
6. assists the other officers in fulfilling their education responsibilities,
7. submits written reports on the accomplishments of the Education Committee at each General Membership Meeting, and
8. performs such duties as the Board may from time to time direct.
9. Maintain general contact with and accessibility to the members of MCC. This includes attending Membership Meetings and other events, visiting houses for dinners or meetings, and responding to email and phone contacts.

## **Section 6 Committees**

### **6.01 Establishment of Committees**

The Board may establish any standing or ad hoc committees, as it deems necessary. New standing committees shall be affirmed or rejected at the next meeting of the membership. Unless otherwise provided, committee chairpersons shall be appointed by the Board or elected by the members of that committee. The Board is expected to define quorum for committees that it forms.

### **6.02 Powers of Committees**

The committees of the Board serve in an advisory capacity to the Board, except when delegated certain powers by the Board.

### **6.03 Decisions at Committee Meetings**

No decisions will be made at MCC committee meetings without quorum. Although all committees and committee meetings are open to any interested member, only members of the committee in question have a vote.

### **6.04 Representation at Committee Meetings**

Houses having ten (10) or fewer members specifically houses having an Occupancy Value of 10.0 or less are not expected to send representatives to Membership, Finance, Education, and Maintenance Committee meetings but are expected to send written statements of their views on the business at hand for each meeting. Houses having more than ten (10) members specifically houses having an Occupancy Value of more than 10.0 are expected to send representatives to all Membership, Finance, Education and Maintenance Committee meetings.

### **6.05 Reporting to the Board of Directors**

All committees shall make regular reports to the Board.

### **6.06 Standing Committees (Amended 2/8/15)**

- A. The Coordinating Committee shall consist of all MCC officers. Quorum for the Coordinating Committee is greater than half of the members. It shall be responsible for executing documents and taking actions on various matters as required by the Board of Directors or by law; facilitating the Board's decision-making process; reviewing projects, programs, and resolutions; making recommendations to the Board; and maintaining MCC's policy manual. hearing debt and contract appeals and is empowered to make decisions on such matters in the Board's stead. Records shall be kept of decisions made by the committee and furnished to debtor members upon request.
- B. The Membership Committee shall consist of one (1) house membership coordinator from each house, the Membership Officer, and any additional members approved by the Board. Quorum for the Membership Committee is five (5) members of the

committee. The Committee shall be responsible for fulfilling MCC's membership, diversity, and outreach goals; providing training and networking for house membership coordinators; overseeing the timely placement of advertising by MCC and houses; orienting new members to MCC; organizing activities to build a cohesive community among MCC houses based on input from members; coordinating assistance to MCC houses during difficult or transitional periods; coordinating the provision of co-housing options; and making relevant proposals or referenda to the membership.

- C. The Finance Committee shall consist of one (1) representative from each house, the Finance Officer, the Finance Coordinator, and up to two (2) additional members approved by the Board. Quorum for the Finance Committee is five (5) members of the committee. Board members are encouraged, but not required to sit on the committee. The committee shall be responsible for the developing an annual budget for MCC; regularly studying and evaluating MCC's overall financial position; ensuring the accuracy and completeness of MCC house books and house budgets; setting standards for accounting systems, collections, and rebate practices; and for making recommendations on financial matters as requested by the Board.
- D. The Maintenance Committee shall consist of the one (1) house maintenance coordinator from each house, the Maintenance Officer, the Maintenance Coordinator, and any additional members approved by the Board. Quorum for the Maintenance Committee is five (5) members of the committee. The committee shall be responsible for setting standards for the repair and improvement of MCC-owned buildings; assessing the maintenance needs of MCC houses; drafting long- and short-term maintenance budgets; and implementing and evaluating the progress of all maintenance projects.
- E. The Education Committee shall consist of one (1) representative from each house, the Education Officer, and any additional members approved by the Board. Quorum for the Education Committee is five (5) members of the committee. The Committee shall be responsible for fulfilling MCC's goals of educating its members on cooperative principles and management of cooperative housing; assisting other committees in MCC in educational goals and programs, educating the membership about development; maintaining educational materials and the MCC library; and organizing other educational events as directed by the board or membership.
- F. The Officer Nomination and Evaluation Committee (ONEC) shall consist of all non-officer members of the Board. Unless the committee selects one of its other members as chair, the chair shall be the committee member having served the longest on the Board. The chair is primarily responsible for ensuring that the committee fulfills its responsibilities. The committee shall be responsible for nominating officer candidates and initiating officer appointment and election procedures whenever a vacancy in an elected office arises; assisting the MSC with the annual ballot vote on new officers and other ballot or referenda votes on officers; evaluating the performance of officers and determining the extent to which each officer is an officer in good standing and eligible for a full stipend for each calendar month; reporting stipend eligibility determinations to the Finance Coordinator (FC) within twenty-four (24) hours of the determinations; reporting all ONEC decisions and concerns to the Board at the first opportunity; and initiating recalls of consistently under-performing officers.

- G. The Personnel Committee shall be chaired by the Coordinating Officer and consist of 4 other members, appointed by the Board to one year terms expiring at the first Board meeting in September. No more than one member from a single house may be appointed. Aside from the Coordinating Officer, no officers may be appointed, The Board is encouraged to be inclusive of marginalized and underrepresented groups when making appointments to the committee.

The Personnel Committee will meet once per month, with additional meetings as needed. Quorum for the committee is 3. It shall be responsible for conducting annual employee reviews, maintaining personnel records, handling complaints about staff members, posting job openings, accepting applications, and screening applicants. All hiring and termination decisions shall be referred to the Board of Directors or the appropriate committee.

Upon appointment, committee members shall undergo training in the areas of employment law, fair hiring practices, and employee confidentiality. In addition, outgoing committee members are encouraged to help train incoming members on the duties of the Personnel Committee.

## **Section 7 The United People of Color Caucus (TUPOCC)**

### **7.01 TUPOCC Mission**

The United People of Color Caucus (TUPOCC) of the Madison Community Cooperative is an alliance of people of color within Madison Co-op community. The necessity of such an organization is borne from the historical context of the capitalist/imperialist United States where economic prowess is dependent on the furthered and continued subjugation of people of color, women, the poor, LGBTQ, and other oppressed people. We are dedicated to fostering and supporting the growth and empowerment of all people of color, particularly within the organization of the Madison Community Cooperative. We believe that meaningful social change and actual justice can only be attained when people of color and all other subjugated communities are more than mere afterthoughts. Equality must be woven throughout the fabric of the organization. We seek to further educate ourselves and inform the larger MCC community about the issues that affect us and investigate the relationship of these issues to social justice. We strongly believe that this work cannot be done unaided, and we encourage support from our allies throughout the MCC community in furtherance of our goals. We wish to provide all people of color opportunities in support of these goals, and when such opportunities are not available, to work with our associates and allies to create them. We seek to unite ourselves, represent our communities, achieve our potential, and function as a powerful force within the Madison Community Cooperative, our meetings, decision making bodies, Madison, Wisconsin, the United States of America and the global population.

### **7.02 Membership**

Membership is open to all members and food cooperative members in MCC who self-identify as people of color. There will be no arbitrary exclusion from membership on the basis of sexuality, religion, gender, gender presentation or identity, sexual orientation, disability or age. All other

members of the MCC are invited to work with and support TUPOCC as allies in the pursuit of true justice.

### **7.03 Purpose**

The United People of Color Caucus (TUPOCC) has a multi-point strategy that we shall use to advance our mission:

- 1) Recruit and retain people of color into membership positions within the Madison Community Cooperative.
- 2) Demand that white and privileged Co-op members take accountability for their racism and other oppressive behaviors by joining us in examining and effectively changing the culture of the Co-op. Together we believe that we can accomplish this goal by meeting as people of color regularly to deal with oppression and other issues we uniquely experience as people of color; encouraging all members who are not of this caucus to regularly educate themselves on issues of Anti-Racism; and institutionalizing an anti-racist agenda by creating policies in favor of and beneficial to eliminating racism and other oppressions. (e.g. making anti-racism an active and prioritized component of the community)
- 3) Alter the focus of the MCC by learning how to be accountable to the communities that it seeks to support and protect.

### **7.04 Meetings**

TUPOCC will have regular meetings. All meeting shall be conducted in a non-hierarchical manner using consensus voting procedures.

### **7.05 TUPOCC Chairperson**

- A. The MCC TUPOCC Chairperson will be elected within The United People of Color Caucus on an annual basis. Only Type A members are eligible for the position of TUPOCC Chairperson. Only The United People of Color Caucus shall have the power to recall a TUPOCC Chairperson through a caucus election process.
- B. TUPOCC Chairperson will help to coordinate TUPOCC and TUPOCC activities and will not have any power to make decision for TUPOCC.

## **Section 8 Fiscal Operations**

### **8.01 Fiscal Year**

The fiscal year shall be from June 1 to May 31.

### **8.02 Annual Budget**

The membership shall adopt an annual budget for the following fiscal year by May 15 of each year.

### **8.03 Board Responsibilities**

- A. The Board shall be responsible for raising revenues, setting dues, and supervising expenditures in order to finance and operate MCC.
- B. The Board shall accept any grant, fees for service, loans or other contributions it deems in the best interests of the cooperative community.
- C. The Board may authorize any officers or agents to enter into any contract or to execute or deliver any instrument in the name of and on behalf of MCC. In the absence of other designation, the Coordinating Officer, Membership Officer, Finance Officer, or Maintenance Officer shall execute all instruments made by the corporation.
- D. No indebtedness for borrowing money shall be contracted on the behalf of MCC and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board.
- E. All checks, drafts, or other orders for payment of money notes, or other evidence of indebtedness issued in the name of MCC shall be signed by such officers or agents of MCC in such manner as shall be determined by a resolution of the Board.
- F. All funds of MCC not otherwise employed shall be deposited from time to time in the credit of MCC in such banks, credit unions, or other depositories as may be selected under the authority of the Board.
- G. The Board of MCC may adopt a corporate seal.
- H. The Board shall annually, with the close of the previous year's financial records, allocate any MCC operating surplus to the MCC reserve funds. Under no circumstances shall any surplus or profit be paid to any investors or to any members or employees.

### **8.04 Autonomy of Houses**

To the extent consistent with MCC's long-term interest, MCC will allow each of its owned or leased houses maximum autonomy in the conduct of their activities.

### **8.05 Selling an MCC House (Oct 14, 2007)**

The decision to sell a house owned by MCC shall not be made except at a general membership meeting or in a referendum. If any of the members of the house in question do not approve of the sale in advance, a two-thirds (2/3) vote of those MCC members present and voting at a membership meeting or in a referendum is required for the sale of the house. If all members of the house approve of the sale in advance, and are not attempting to purchase the house themselves, a majority of MCC members present and voting at a membership meeting or referendum is required to make the decision to sell the house. If members of a house are unanimously attempting to purchase the house they live in, a majority vote of MCC members present and voting at a membership meeting or in a referendum that do not live in that house shall be required to make the decision. At least sixty days between the submission of a proposal by members of a house they live in and the vote on that proposal must be allowed, during which the legality, feasibility, and fiscal responsibility of such a decision must be investigated. A motion to sell a house in a membership meeting cannot be made unless it has been clearly set forth in the meeting agenda as an item of business and the agenda has been distributed to members at least seven (7) days in advance of the meeting. In all cases, no member who is



attempting to purchase an MCC house, or who is a member of an organization that is attempting to purchase an MCC house shall be eligible to vote in a membership meeting or referendum on the sale of that house. Any proposal to sell a house must include at least one sponsor that does not belong to a party interested in purchasing the house.

### **8.06 Costs to Members**

All houses owned or leased by MCC shall have all of the following costs shared amongst the Type A members in a manner determined by the Board: mortgage, land contract, and lease payments; property taxes and/or payments in lieu of taxes (PILOT payments); insurance, maintenance, administration, bond repayment, capitalization, and education expenses; and operating and maintenance reserve payments. The intent shall be, in general, to share the costs equitably.

### **8.07 Member Ownership and Equity**

No member shall at any time have any ownership or equity interest in MCC or the property of MCC.

## **Section 9 Amendments to the Bylaws**

### **9.01 Requirements for Amendment**

These bylaws shall be amended only upon a referendum of the membership or a vote at a membership meeting upon consent of a majority of those present and voting.

### **9.02 Dates of Amendment**

These bylaws were adopted by the MCC Board on January 15, 1973 and presented at the MCC General Membership Meeting on January 22, 1973. They were revised by the membership on 11/15/80, 11/5/82, 11/18/84, 5/5/86, 11/22/86, 2/15/90, 5/2/91, 5/3/92, 5/16/93, 4/23/95, 5/17/98, 10/25/98, 11/19/00, 3/28/99, 10/24/99, 2/11/01, 4/4/01, 2/27/05, 5/1/05, 4/23/06, 10/1/06, 1/21/07, 10/14/07, 1/27/08, 4/27/08, 10/26/08, 11/15/15.