2025

People's Voice of Meshach Frost Village

RESIDENT COUNCIL BY-LAWS

Adopted on January 18, 2025

People's Voice of Meshach Frost Village Resident Council Bylaws

ARTICLE I: NAME

1. **Name:** The organization's name is People's Voice of Meshach Frost Village Resident Council, abbreviated as PVMFV—**RC** and referred to throughout this document as the "Resident Council."
2. **Location:** The organization's office is at 102 Meshach Frost Village, Frostburg, Maryland 21502, the Community Center at the Housing Authority of the City of Frostburg (HACF) , or such other location as the Board of Directors may designate in the future.

ARTICLE II: PURPOSE

The purpose of the Resident Council is to improve the quality of life and resident satisfaction for the residents of **Meshach Frost Village at the Housing Authority of the City of Frostburg**, referred to as the "property" throughout this document. This includes:

1. Representing the General Membership in matters which affect residents' common interests, rights, status, and duties.
2. Providing input to the **Housing Authority** (referred to in this document as the PHA or public housing authority) on matters that impact residents, including maintenance, modernization, redevelopment, PHA policies and procedures, Capital Improvement Plans, Annual Plans, Operating Budgets, Resident Services, resident training, employment, and economic opportunities.
3. Seeking a mutually respectful working relationship with the PHA and other organizations that have a role in the operation, management, and development of residents' housing, including regular communication and meetings with the PHA.
4. Participating in activities to create a positive living environment for the residents.
5. Fostering a sense of community among residents, keeping residents informed about the Resident Council, and maintaining a viable organization.
6. Educating residents about their rights and responsibilities.
7. Negotiating agreements and Memorandum of Understanding with the PHA related to the use of community space for meetings, recreation, social services, and other resident participation activities. The MOU related to the partnership agreement shall be updated and ratified at least **once every three (3) years.**
8. Actively participating and making decisions around the operations of the property through a working partnership with the PHA (as appropriate and agreed upon by both parties).

9. Advocating for the residents who seek and need the organization's assistance when possible.
10. Creating committees to further the goals of the Resident Council, including joint committees with management.

ARTICLE III: MEMBERSHIP

The participation of Members of the organization is crucial for the Resident Council's success. Members' input is needed to ensure that the Resident Council truly represents the needs of the residents. Only members can make decisions related to the future of their housing.

1. **Members:** All residents of **Meshach Frost Village** who are listed on the lease and are 18 years or older or the head of household (of any age) are Members of the Resident Council. Participation is voluntary (24 CFR part 964.125).
2. **Membership will terminate**:
    a. By providing written notice to the Secretary of the Resident Council; or
    b. Automatically, when a person is no longer a resident at the property unless the resident has relocated temporarily because of extenuating circumstances, in which case membership shall be retained.

3. **Members' Rights:** The Resident Council shall not impose any unreasonable restrictions on participation by any resident it represents. All Members have the right to:
    a. Nominate Members of the Resident Council to the Board of Directors. (24 CFR part 964.130).
    b. Run for and serve on the Resident Council Board of Directors as long as the Member complies with the lease (24 CFR part 964.125).
    c. Vote to elect the Board of Directors (24 CFR part 964.125).
    d. Participate in the organization's meetings and activities held for Members (24 CFR part 964.18).
    e. Have a reasonable opportunity at meetings to make their views about matters of common interest known.
    f. Vote on all matters put to the membership for a vote, including issues relating to the future of their housing, management policies, and the housing subsidy.
    g. Vote to adopt, repeal, or amend the Resident Council's Bylaws.
    h. Participate in the recall of a member of the Board of Directors (24 CFR part 964.115).
    i. Serve on committees.

ARTICLE IV: MEMBERSHIP MEETINGS

The Resident Council shall use meetings to conduct the organization's business, get input from residents, share information, and make decisions. Meetings will be as open and accessible as possible to facilitate participation from the membership.

1. **Regular Membership Meetings:** The Board of Directors shall hold at least 12 regular meetings annually for the General Membership. The Resident Council may also hold additional and more frequent regular meetings for Members and conduct special meetings between regular meetings.
    a. **Purpose:** Regular meetings will inform residents about matters of general interest, solicit residents' input on issues of concern, and make decisions.
    b. **Notice:** The Board of Directors shall provide written notice of regular meetings, which will be posted **at least seven calendar days** before meetings. Notices will be posted in prominent locations, including the HACF Office, Windy Mines Newsletter (accessible via the HA webpage and delivered door-to-door monthly), reminders via email, text, and phone calls, and posted at the Community Center, the laundry room, gazebos, **and additional outdoor spaces when weather is permitting.** The Resident Council will strive to provide more notice, depending on resources available, which may include flyers, door-to-door, phone trees, mail or email, public meetings, social events, or other means. In the event of temporary relocation, notice may be provided through alternative means, including mail, email, phone, and text, as determined by the Board.
    c. **Agenda:** Agenda items will be included in the meeting notice. Members may add items to the agenda by writing to the president or secretary of the board at least 7 days before the meeting. The membership may vote to discuss agenda items that are proposed at the meeting or add them to the agenda for the next meeting.
    d. **Review of Yearly Budget:** At least once a **year** at a regular meeting, the Board of Directors will review and openly discuss with Members the Resident Council's proposed yearly budget before adopting it. At least annually, a statement of income and expenditures from all funding sources will be made available to Members.
2. **Emergency Membership Meetings:** The President or a majority of the Board of Directors may call an emergency meeting.
    a. **Notice:** When it is not possible to give 7 calendar days (the number that you chose above for usual meetings) notice, the Board may call an emergency meeting with **48 hours' notice**. The Board will post notice of the emergency meeting in prominent locations including those listed above and will strive to provide as much notice, as possible. Notice must indicate that the meeting is an Emergency Meeting and include the agenda item requiring emergency action.
    b. Use of emergency meetings should be limited and should only occur when there is a decision that must be made before the next regular meeting.
    c. The Board should endeavor to provide as much notice as possible.
3. **Attendance:** Regular, special, and emergency meetings shall be open only to Members. Non-resident PHA employees and non-residents may only attend by invitation of the Board of Directors. The Board of Directors shall keep a record of attendance for all meetings.

    1. **Location of Meetings:** Regular, special, and emergency meetings will be at times and places that are reasonably convenient to residents and accessible to people with

disabilities, including wheelchair accessible. If possible, meetings will be held in person on the property.

2. **Virtual meetings:** The Board may convene meetings virtually as long as the notice provided includes virtual access instructions and an option for participation by phone.
3. **Conduct of the Meeting:** The president, or in their absence, the vice president or another board officer, shall chair meetings. Board members shall meet in advance of meetings to set the agenda. The Officers may set procedures for the meeting, including a time limit on speakers and a decision-making process.
4. **Translation and Interpretation Services:** As possible and necessary, the Resident Council will provide services to ensure that all residents can participate in the language they are most comfortable in. The Resident Council will work to secure resources as needed. The Board will set a process for requesting interpretation and translation.
5. **Voting:** Only Members are permitted to vote on Resident Council matters. Voting can only be exercised by Members present at a Membership meeting unless the Board makes known in writing to the Membership that absentee voting or voting by proxy is allowed and what procedures will be used. The Board shall determine how votes shall be taken and whether voting shall be conducted by a show of hands or by a written ballot.
6. **Quorum:** Except as otherwise required by these Bylaws, all business at any regular, special, or emergency Membership meeting shall be by a simple majority vote of those Members present. However, a quorum (the number of Members who need to be present) **of at least five members** shall be required for the following situations:
    a. A vote on a Memorandum of Understanding between the resident council and the housing authority;
    b. Decisions that would require temporary or permanent relocation of the residents (or changes to a relocation plan);
    c. Decisions related to a sale, conversion from public housing, or other disposition of the property; and
    d. Decisions related to changing or terminating any subsidy the property receives.

ARTICLE V: BOARD OF DIRECTORS

The Board of Directors, also referred to as the "Board" in this document, is responsible for managing the affairs of the Resident Council, conducting its business, and consulting and informing Members.

1. **Number of Officers:** The Resident Council's Board of Directors shall consist of **four** members. (24 CFR 964.115 mandates a minimum of five elected board members.)
2. **Term of Office:** Members of the Board of Directors shall be elected for two years. The terms of the board will be staggered. On election of the first Board, the Board shall decide which positions will be for one year for the initial term.

3. **Responsibilities:** The Board is responsible for carrying out membership decisions and making day-to-day decisions to manage the organization. The following decisions may not be made by the Board alone and must be ratified by the entire membership:

    a. A Memorandum of Understanding between the resident council and the housing authority;
    b. Decisions that would require temporary or permanent relocation of the residents (or changes to a relocation plan);
    c. Decisions related to a sale, conversion from public housing, or other disposition of the property; and
    d. Decisions related to changing or terminating any subsidy the property receives.

4. **Board Meetings:** The Board of Directors shall determine the frequency, location, and time of their Board meetings and provide notice to the General Membership. Board members are required to attend Board meetings. Generally, Board of Director meetings are open to the General Membership unless the Board of Directors decides to close the meeting and go into executive session for all or a portion of its meeting. It may do so only to discuss confidential matters, including but not limited to removing an officer or Board Member, discipline, and litigation. Non-tenants (including staff) may attend only by invitation of the Board of Directors.
5. **Notice:** The Board will work to have regularly scheduled monthly meetings. The regular schedule will be posted in prominent locations at the property. If a meeting time changes, the Board should provide general members with at least **7** days' notice by posting the notice in prominent locations. Board members shall be notified personally by phone, email, or written notice of meeting dates and times. The presence of all Board members in a meeting waives notice requirements for Board members.
6. **Special Meetings:** Special meetings may be called at any time by the president of the Board or any of the other directors.
7. **Quorum:** A quorum is necessary for the Board of Directors to vote on matters, including financial matters. A quorum shall be *(at least 3; the number should be more than 50% of the Board members; ⅔ is recommended).*
8. **Voting:** Matters shall be decided by a majority vote of Board members only if a quorum is present. The General Membership cannot vote on matters at the Board of Director meetings.
9. **Filling Vacancies:** The Board may fill any vacancies that occur on the Board between regular elections (whether created by recall, resignation, or a Board member permanently leaving the property) by advertising the vacancy to the Members and requesting volunteers who meet the requirements to be on the Board, including not being in violation of the lease. A majority vote of the Board may then select a member to fill the vacancy until the completion of the term. The Board may instead choose to leave a vacancy open until the next election, but not if doing so would cause the number of Board members to drop below what constitutes a quorum.

10. **Resignation:** A member of the Board of Director may resign by giving written notice to all other members of the Board of Directors or by giving oral notice at a Board meeting in person where it is recorded in the minutes.

ARTICLE VI: ELECTIONS OF THE BOARD OF DIRECTORS

An election process allows Members to inform potential Board members of issues and areas of interest to them and resident leaders wishing to be on the Board to express their interest in representing the Membership, their priorities for their term, and any relevant experience.

1. **Elections:** Elections shall be held every two years for the Board of Directors during the first quarter. Campaigning will begin in January with elections set for thirty days after the announcement of the ballot. New officers will be in place for the March meeting. It will be a fair election procedure that imposes no unnecessary restrictions on Residents who want to run for the Board. Elections shall be supervised by a disinterested third-party person or organization with experience conducting elections. The PHA may monitor the elections (24 CFR 964.130).
2. **Eligibility:** All Members of the general Membership shall be eligible to serve on the Board of Directors, so long as they are:
    a. Not employed by the PHA or management in policy-making or supervisory positions (24 CFR 964.145).
    b. Comply with their lease (24 CFR 964.125). A resident is considered in compliance with their lease even if they are in the process of a grievance or court procedure where no final determination has been made or if they have a PHA or court agreement and are complying with it.
    c. They are not previous directors who have been removed by recall election for good cause within the last five years.
3. **Process:** The Board or an Election Committee can establish the specific election nomination and voting process.
4. **Notice:** The Board is responsible for ensuring that all voting Member households receive an initial written notice for the election at least thirty (30) days before voting occurs. The notice must include information about the eligibility requirements for Board members, the nomination process, and the election process (24 CFR 964.130). A final written notice of the election date, time, and location shall be posted in prominent places at least seven (7) days before the election.
    a. To ensure the broadest Member participation, notices will be (delivered to each occupied unit of the development and posted in prominent places, including the HACF Community Center, HACF Administrative Office, and laundry center, as well as info via text and email, and translated from English into Member languages, provided that there are
    b. resources.
5. **Conduct of Elections:**

a. **Independent Third-Party:** The Election Committee, or if there is not one, the Board, shall choose an independent third party to oversee the election, provide advice on the process, and conduct it. This includes collecting and counting ballots and certifying the PHA that the election was fair. The PHA also has the right to monitor the election (24 CFR 964.130).
b. **Voting:** Voting for the Board of Directors shall be by secret written ballot. The independent third party shall, with any Election Committee, determine the best way to verify that residents are eligible to vote without violating residents' privacy and confidentiality. This is generally done with the support of the property manager.
c. **Notice of Election Results:** Within five business days of the election, the Election Committee shall post the election results, including the number of votes cast for each candidate, in prominent places to the membership. Within seven business days of the election, the Board of Directors shall provide written notice to the PHA of the election results, including a list of all Board of Directors and their contact information.

6. **Recall Elections:** Recall elections may be held to unseat and replace a Board of Director at any time by a written request from the General Membership. Ten of the Members must sign the request, and state the reasons for the recall request (24 CFR 964.115).
    a. The board must convene a meeting for the recall election and provide proper notice within thirty days of receiving the recall request.
    b. At the meeting, a recall election must be conducted by secret ballot vote and overseen by a third party or organization that will provide the PHA and the resident council with a certificate attesting to the fairness of the election. Any Board Member facing removal has the right to speak at the meeting.
    c. If a majority of members present at the meeting vote to remove the Board Member, that person is immediately removed as a Board Member and Officer (if applicable). Any Board Member who is removed as a Board of Director must turn over all the Board's records and accounts to the Board of Directors.
    d. The Board must follow the procedure for filling a vacancy, unless (in line with that procedure) the Board decides not to fill the vacancy.

ARTICLE VII: OFFICERS

1. **The Resident Council shall have Officers,** that is, members of the Board of Directors with specific responsibilities.
2. **Election of Officers and Responsibilities:** The Board of Directors shall appoint among themselves by majority vote each of the Officers.
3. **Positions:** The officers shall include:

a. **President:** The President shall chair the Board of Directors and General Membership meetings, represent the Membership and the Board of Directors, sign correspondence and documents on behalf of the organization (except as otherwise designated by the Board of Directors), and exercise general oversight of the organization.
b. **Vice-President:** The Vice-President shall perform the duties of the President when the President is absent or unable to perform their duties and shall assist the President in carrying out their duties.
c. **Secretary:** The Secretary shall take and maintain minutes of all Board of Directors and General Membership meetings and shall record attendance, whether there is a quorum, and the votes taken. The secretary shall ensure that proper notice of all meetings is given to the Members. In the absence of the Secretary, a temporary secretary may be designated to record the meeting minutes.
d. **Treasurer:** The Treasurer shall keep the organization's financial records, sign off on checks authorized by the Board and ensure there are at least two signatures on each check, and provide regular statements of income and expenditures from all funding sources to the Board and once a year to the Membership.
e. **Alternate Officers:** Other Board members may be elected as Alternate Officers who may assist the primary officers in carrying out their functions.

4. **Term of Office; Resignation, Removal from Office, and Filling of Vacancies:**
   a. **Term:** THe Officer's terms will be staggering two year terms.
   b. **Resignation:** An Officer may resign by giving written notice to all other members of the Board of Directors or by giving oral notice at a Board meeting in person where it is recorded in the minutes. The resignation of an Officer shall not be deemed to be a resignation from the Board of Directors unless this is stated. Any Officer who resigns shall have the responsibility to turn over any relevant Board records and accounts to the Board of Directors.
   c. **Succession of Officers:** If an Officer is unable to serve or resigns, the remainder of the Board can decide on a successor to take on their duties.
   d. **Removal from Office:** Board members may be removed from the office as described under Article VI, number 6. A Board member who is recalled also ceases to be an Officer.

ARTICLE VIII: COMMITTEES

1. **Standing Committees:** The Board of Directors, or the Membership by a vote at a Membership meeting, may establish standing committees to carry out the organization's goals and objectives. The board may actively recruit Members to serve on committees to ensure democratic participation and further the organization's goals. Any standing committee shall report to the Board and Membership on its ongoing work.

2. **Temporary Committees or Working Groups:** The Board of Directors or the Membership, upon a vote at a Membership meeting, may form temporary committees or working groups to further the organization's mission.

ARTICLE IX: GENERAL FISCAL PROVISIONS

1. **Fiscal Year:** The organization's fiscal year shall be a Calendar year, beginning on January 1st and ending on December 31st of each year.

2. **Budgets:** The Treasurer shall provide an annual statement of income and expenditures from all funding sources at a membership meeting annually. Following this, a budget will be proposed and discussed at this meeting and adopted at or at the next Board meeting.

3. **Expenditures of Tenant Participation Funding:** The Resident Council shall not make any expenditure of tenant participation funds received from the PHA except in accordance with a budget approved by the PHA. Such funds shall only be used for the Resident Council's ordinary and necessary business and authorized activities. This does not apply to funds raised from private or other sources.

4. **Financial Statement to PHA:** The Resident Council will submit a financial statement to the PHA in accordance with the Resident Council – PHA agreement related to tenant participation funds. The report will account for all income received and expenditures made from tenant participation funds. This does not apply to funds raised from private or other sources.

ARTICLE X: BYLAWS

1. **Adoption:** These Bylaws shall become effective upon approval by a majority vote of Members present at a properly noticed meeting.

2. **Publication:** A copy of the most recent Bylaws must be made available to any Member of the Resident Council upon request. A copy of these Bylaws and any amendments will be submitted to the PHA. The Board of Directors shall keep copies of the Bylaws on file, including any amendments and the date of adoption and amendment.

3. **Translation:** The Board of Directors shall seek assistance from the PHA to arrange for copies of the Bylaws to be translated into the languages commonly spoken at the property.

4. **Amendment of Bylaws:** The Bylaws may be amended only by a vote of (2/3) of Members present at a regular or special Membership meeting after proper notice that states the proposed amendments.

These Bylaws were voted on and approved at the Membership meeting of the People's Voice of Meshach Frost Village Resident Council on January 18, 2025.

The signatures below are of the People's Voice of Meshach Frost Village Resident Council Members, verifying the acceptance and adoption of the organizational By-Laws.

Alcelia "Cee" Taylor

Regina Bettner

Richard Kenny

Nicole Gordon

John Lignon #80