

SOUTHERN MAINE LANDLORD ASSOCIATION

Established April 22, 1975

Revised Bylaws

Article I: NAME.

The name of the Corporation is, “Southern Maine Landlord Association.” It is referred to in these Bylaws as the “Corporation” or “the SMLA.”

Article II: PURPOSES OF CORPORATION.

The purposes of the Corporation are:

- a) To provide education and support to landlords and the general public in Southern Maine on topics related to housing and landlording;
- b) To promote use and development of best practices for landlords in their work, and to promote responsible rental housing standards in Southern Maine reflecting those practices;
- c) To advocate for landlords and rental property ownership, and on related issues and topics, in Southern Maine in the media, before legislative and municipal bodies and generally, consistent with the Corporation’s non-profit status;
- d) To provide a forum for landlords, property managers and their supporters, in Southern Maine and elsewhere to assist each other with their work in housing and landlording;
- e) To provide opportunities for landlords, property managers and the general public, to assist and support other organizations related to housing and to general community-building;
- f) To find, build and advocate for points of common interest between landlords and their advocates, on the one hand, and tenants and their supporters, on the other hand.

Article III: NON-PROFIT STATUS.

This Corporation is not organized for profit or to engage in an activity ordinarily carried for profit, and no part of the net earnings of this Corporation shall inure to the benefit of any private shareholder or member for the sole purpose of making a profit. This Corporation shall not knowingly carry on any activity not permitted to be carried on by a Corporation exempt from federal income taxes under section 501(c)(6) of the IRS code of 1954, as may be amended from time to time, or the comparable provisions of any future federal income tax law or other applicable law.

Article IV: MEMBERSHIP.

There shall be three classes of membership:

A. *REGULAR MEMBERS* – A Regular Member must own or manage one or more units of rental housing. Each regular membership will have one vote. Spouses, partners and companies joining as one member will have only one vote. Spouses, partnerships, and companies may, with the approval of the Board, join individually and vote accordingly.

B. *ASSOCIATE MEMBERS* – Any individual, agency or entity which does not qualify as a Regular Member may join the SMLA as an Associate Member. Associate Members do not have voting rights on general membership elections and votes, and their presence or absence does not affect any quorum of the general membership. Consistent with the other provisions of these Bylaws, Associate Members may serve on the Board of Directors as any other member of the Board. Associate Members are ineligible to serve as President of the SMLA.

C. *HONORARY MEMBERS* – The Board of Directors may appoint, by majority vote at a regular or special meeting, individuals who have made extraordinary contributions to the SMLA or to its goals as Honorary Members from time to time on such terms as it deems appropriate. Honorary Members are excused from paying regular SMLA dues. Honorary Members have all rights of Regular Members.

D. APPLICATION FOR MEMBERSHIP: The Board of Directors shall establish such processes and procedures as it deems fit to evaluate applicants for membership and to address members and membership issues. Under no circumstance shall the Board discriminate against any applicant for Membership in any fashion which would be illegal or improper for the consideration of any applicant for rental housing.

E. MEMBERSHIP GENERALLY: Members of the Corporation, once admitted, may remain members until they become ineligible under the certificate of the organization, resign or are removed. A member of the Corporation may resign at any time by providing written notice to any officer of the Corporation. A member may be removed from membership for cause by a sixty-percent vote of Directors present at a meeting of the Board of Directors, provided that the member has been afforded at least five days' written notice that such action is contemplated. Further, any member shall be terminated from membership if they are three months in arrears of their dues, provided they have been notified of such arrearage in writing.

Article V: MEMBERSHIP MEETINGS.

A. ANNUAL MEETING: The annual meeting of the Corporation will be held on the third Tuesday in October, unless changed or waived by the general membership or changed for cause by vote of the Board of Directors. The business of an Annual Meeting, whenever held, shall

include election of the Officers and Board (unless postponed by a majority of voting Regular Members present), reports by officers on activities of the Corporation, and consideration of new and unfinished business.

B. REGULAR MEETINGS: Regular meetings shall be held at such time and place as the Board deems fit, generally on the third Tuesday of each month between September and May inclusive.

C. SPECIAL MEETINGS: Special meetings of the members may be called by the President or by a majority of the Board of Directors. A special meeting of the members shall be called by the President within sixty (60) days after a written request for such meeting has been submitted to the President, setting forth the business proposed to be transacted at such special meeting, and signed by not less than thirty (30) members of the Corporation entitled to vote thereon.

D. NOTICE OF MEETINGS: Except as otherwise provided herein, the time and place of all meetings of members shall be fixed by the President or Vice President. At least ten (10) days prior to any meeting, an Officer of the Corporation shall send notice to each member by mail, electronically, or by prominently posting on the front page of the Corporation's website, or by any combination of them, of the time, place and purpose of such meeting.

E. CONDUCT OF MEETINGS: Meetings shall be conducted as follows.

Quorum. To constitute a quorum at any annual, regular or special meeting of members, there shall be present at least twenty-five (25) persons with the right to vote at such meeting, except as may be otherwise expressly provided in these Bylaws.

Conduct. Meetings shall be conducted using such rules and procedures as the President establishes consistent with these Bylaws. No rule change will be effective until the next subsequent meeting after establishment of the change.

Adjournment. Any meeting may be adjourned. Notice of the adjourned meeting shall be given as provided above, except that notice of a meeting adjourned for less than fifteen days need not be given if the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken.

Article VI: BOARD OF DIRECTORS.

A. NOMINATION: The Board shall approve a slate of Officers and Directors for presentation to the Regular Members at the Annual Meeting, which shall reflect the names of candidates, the office each stands for if applicable, and the dates of the term for which each stands respectively. The approved slate shall be published as part of the notice for the Annual Meeting.

Any member in good standing may stand for election at the Annual Meeting as a Regular Director or as an Officer by submitting to the Board or the President a letter of interest by regular or electronic mail. The letter must be submitted at least ten days before the date of the Annual Meeting.

B. ELECTION: The Board of Directors shall be elected at the annual meeting by the majority of the voting Regular Members of the Corporation present at the annual meeting (unless postponed by a majority of voting Regular Members present). The elected members of the Board of Directors will each serve the term to which they are elected or until their successors shall be duly chosen and qualified. All Directors must be current in their dues and must be SMLA Members consistent with these Bylaws.

C. ASSOCIATE MEMBERS AS DIRECTORS: Except as otherwise consistent with these Bylaws, no more than one-third of the Directors shall be Associate Members of the SMLA.

D. CLASSES OF DIRECTORS: There shall be two classes of Directors:

Regular Directors: Regular Directors shall be those persons elected to the Board, or *ex officio* as Officers, consistent with these Rules and not otherwise qualified as an *Emeritus* Director.

Emeritus Directors: Any Director who is absent from three or more Regular Board Meetings during any twelve-month period shall be deemed to be an *Emeritus* Director without further action or notice. An *Emeritus* Director shall have full voting rights on the Board, except that he or she shall not be counted as present or absent for purposes of a quorum of the Board.

E. BOARD VACANCIES: Vacancies existing in the Board of Directors may be filled by a majority vote of the Directors present at a Regular or Special meeting of the Board at any time. Any Director may resign by written notice of resignation delivered to the President.

F. REMOVAL: Any Director can be removed for cause, by a two-thirds vote of the Directors present at a Regular or Special meeting of the Board (not counting the subject director), provided that all Directors, including the subject Director, are afforded at least ten days written notice that such an action is contemplated.

G. NUMBER OF DIRECTORS: There shall be no less than seven Directors, including *ex officio* Directors.

H. DIRECTORS' TERMS: Generally, Directors shall serve two-year terms. During the initial term of these revisions to these Bylaws, half the Directors shall serve one-year terms in an effort to compose the Board such that approximately half the Directors' terms expire in any given year.

Article VI: MEETINGS OF THE BOARD OF DIRECTORS.

A. ANNUAL MEETING: An annual meeting of the Board of Directors shall be held at the place of and immediately following the annual meeting of the Members of the Corporation. Regular Board of Directors meetings can be held at such time and place as the Board of Directors deems appropriate. No notice of an annual meeting or regular meeting of the Board of Directors shall be a requisite to its validity.

B. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS may be called and held on the order of the President or any three Regular Directors, provided written or electronic notice has been given to the Directors at least two days prior to meeting to the remaining Directors. Notice of said meeting must specify the business to be conducted. If any Director objects, the quorum for this meeting will be raised to one-half of the Regular Directors.

C. EMERGENCY MEETINGS OF THE BOARD OF DIRECTORS may be called and held by the President or any four Regular Directors if they deem an emergency meeting is necessary. In such case a meeting may be held in person or by telephone to resolve the emergency business. A report of the emergency and its resolution must be given at the next regular Board of Directors meeting to the full Board.

D. WAIVER OF NOTICE. Any Director may in writing, waive his or her right to formal or actual notice of any meeting.

E. BOARD OF DIRECTORS QUORUM. One-third of the Regular Directors will constitute a quorum for the purpose of transacting business at any meeting thereof, but in the absence of a quorum, a majority of the directors present at that meeting may take an adjournment until a quorum is present.

F. BOARD MEETINGS OPEN TO MEMBERS: All Board meetings are open to any Member, with or without prior notice, except any portion of a meeting in which a majority of Regular Directors present votes to meet in executive session.

G. PHONE ATTENDANCE: Directors may attend and participate regularly in any meeting of the Board via telephone.

Article VII: OFFICERS OF THE CORPORATION.

A. OFFICERS GENERALLY: The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The officers must be members of the Corporation in good standing and the office of President shall be reserved only for Regular Members. The officers shall be elected by majority vote of the members of the Corporation present at the annual meeting and shall serve a two year term or until their successors are duly chosen and qualified. Any officer may resign by written resignation delivered to the President or the Board of

Directors, and may be removed from office, with or without cause, by a two-thirds vote of the Directors present at a duly-called meeting but in no event by less than five Directors. Vacancies existing for any cause in any office may be filled by the Board of Directors at any time.

B. PRESIDENT: The President shall be the chief executive officer of the Corporation and among other duties shall preside at all meetings of the Board of Directors and of the Corporation at which he or she may be present. The President shall appoint, constitute and dissolve such sub-committees of the Board as he or she deems appropriate, by approval of the Board of Directors.

C. VICE PRESIDENT: The Vice President shall perform all duties of the President in his or her absence and shall also discharge such other duties that the President may prescribe from time to time.

D. SECRETARY: The Secretary or its designee must attend all meetings of the Corporation and all meetings of the Board of Directors and record votes and minutes of all the proceedings in a book or books kept for that purpose. The Secretary shall, if called upon to do so, verify that proper notice is given of all meetings and carry out administrative work as instructed by the Board. The Secretary / Clerk shall keep in a book for that purpose, the records of all shareholders' meetings.

E. CLERK: The Clerk shall assist the SMLA with preparation and filing of the State of Maine Annual Report and such other items as the Board of Directors deems appropriate.

F. TREASURER: The Treasurer shall have the custody of the monies of the Corporation and shall collect the dues, deposit funds, make disbursements, pay obligations and perform other such duties with respect to the finances as may be prescribed by the Board of Directors. The Treasurer may write checks without prior approval of the President or the Board of Directors up to \$500 and for re-occurring expenses approved by the Board. The Treasurer will carry out fiscal work and other duties as instructed by the Board. The Treasurer shall perform such other duties that are generally associated with the position.

F. OFFICERS AS *EX OFFICIO* DIRECTORS: Each Officer shall serve, *ex officio*, as a Director. The President shall serve as Chair of the Board of Directors to the extent such service is required.

Article IX: MANAGEMENT OF THE CORPORATION GENERALLY.

A. CORPORATE POWERS VESTED IN BOARD: All powers of the Corporation and the government and management of its affairs, except those reserved to its members by law or by these by-laws, shall be vested in the managing Board of Directors. The makeup of this Board maybe changed at anytime consistent with these Bylaws.

B. PROXY VOTES – MEMBERSHIP: A member of the Corporation may vote in person or by proxy delivered by mail or electronically to the Secretary at any meeting provided that the proxy agent is a member of the Corporation in good standing.

C. THE MEMBERSHIP YEAR: The membership year of the Corporation shall be for the twelve-month period ending on August 31st of each year.

D. THE FISCAL YEAR: The fiscal year of the Corporation shall be for the twelve-month period ending on December 31st of each year for all taxation purposes.

E. COMMITTEES: The President may appoint, constitute and dissolve special committees from time to time as he deems appropriate by approval of the Board of Directors.

F. LIMITATION OF LIABILITIES: No officer, director, member, agent, or employee of this Corporation shall be liable for the acts on the part of any member, officer, director, agent, or employee of the Corporation. Nor shall any member, officer, agent, or employee of the Corporation be liable for his or her acts or failure to act under these by-laws, except only those acts or omissions to the act arising out of his or her malfeasance and/or negligence.

G. AMENDMENTS: Amendments, alterations, additions, deletions, and other such changes to these by-laws may be made by a majority vote of Regular Members present at an annual meeting of the members of the Corporation, where a quorum is met, or in the case of a special meeting of the Board of Directors, where a quorum is met, changes may be made, providing the proposed changes were outlined in the notice of the meeting and where such changes are approved by the Regular Members at the next membership meeting.

Article X: CORPORATE ASSETS AND EARNINGS.

A. INVESTMENTS: The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial or loss of the tax exemption under Section 501(c)(6) or any other section of the Internal Revenue Code of 1986 and applicable Regulations relating thereto as they now exist or as they may hereafter be amended (the "Code").

B. INUREMENT PROHIBITION; INTEREST IN CONTRACTS: No member, Director, officer, committee member or employee of, or any person connected with, the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation and reimbursement of expenses as shall be fixed by the Board of Directors for services rendered to or for the Corporation in effecting any of its

purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Any member, Director, officer, employee, committee member or agent of the Corporation may be interested directly or indirectly in any contract relating to the operation of the Corporation, and may freely make contracts, enter transactions or otherwise act on behalf of the Corporation notwithstanding that such person may also be acting for himself or herself or for a third party in so doing; provided, however, that any such contract or transaction shall be at arm's length and be in compliance with the requirements of this Article.

C. DISSOLUTION: Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, after all debts have been satisfied, the assets of the Corporation then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(6) of the Code.

D. EXEMPT ACTIVITIES: Notwithstanding any other provision of these Bylaws, no member, Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.