



By-Laws of the Mohawk Indian Housing Corporation

Revised 2014

Amended on January 13, 2003

Revised: May 17, 2012
Approved: May 17, 2012

Revised: October 23, 2014
Approved: October 23, 2014

1. THE CORPORATION

a. Status

- i. This Corporation is a charitable not for profit corporation organized under the Not-For-Profit Corporation Law of the State of New York. It is organized exclusively for charitable purposes. Its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer, or individual.

b. Corporate Offices

- i. The main office or offices and any satellite offices of the Corporation shall be located within the Corporation's area of service in a place or places as determined by the Board of Directors from time to time.

2. MEMBERS

- a. This not for profit corporation organized for charitable purposes is not required to have members. The Corporation shall have no members.

3. BOARD OF DIRECTORS

- a. Purpose. The business of this corporation shall be managed by a Board of Directors. In addition to the duties and responsibilities provided for by law, the Board shall have the following duties and responsibilities:

- i. Adopt, by resolution, all applicable and necessary rules and regulations for the providing of and the approval and adoption of, policies relative to programs operated by the Corporation.
- ii. Make appropriations, incur indebtedness, and adopt annual operational and capital budgets.
- iii. Determine method of selection, appointment and termination of such operational officers as these By-Laws may create.

b. Qualifications

- i. Each director shall be at least eighteen (18) years of age.
- ii. A director may not be an employee of the corporation nor shall he or she have been such an employee within five (5) years of election to the Board.

c. Composition The Board shall:

- i. Consist of 9 Directors.

- d. Election and Term of Directors
 - i. Directors shall be elected to the Board at the annual meeting of the Board of Directors.
 - ii. Elected Directors shall hold office until the expiration of the term for which elected, and until his/her successor has been elected and qualified. Unless otherwise stipulated, the full term of office shall be a three (3) year period.
- e. Newly Created Directorships and Vacancies
 - i. Vacancies may be filled temporarily by appointment by the Board of Directors. A Director thus appointed shall hold office until the next Annual Board of Directors meeting at which time a person may be elected by the Board to serve for the remainder of the particular Director's term.
- f. Removal of Directors
 - i. Removal for Cause.
 - (1) The Board shall provide all Directors, including the Director proposed to be removed, with at least 30 days notice of the meeting at which the removal is to be considered. The notice must specify the purpose of the meeting and the cause for such proposed removal.
 - (2) Absence from three consecutive meetings shall be deemed cause for removal.
 - (3) The Director proposed to be removed shall be entitled to an opportunity to be heard at the meeting.
 - (4) A majority vote of a quorum of Directors is required to remove any Director.
- g. Resignation of Directors
 - i. A Director may resign at any time.
 - ii. Such resignation shall be made in writing.
 - iii. Such resignation shall take effect at the time specified therein. If no time is specified, the resignation is effective at the time of the receipt of the

written resignation by the President or Secretary of the Board.

- iv. No resignation shall discharge any director of her/his accrued obligation or duty.
- v. If a Director submits a verbal resignation but fails to submit a written resignation, then that Director shall be deemed to have resigned after the Secretary certifies to the Board that he/she has attempted to obtain a written resignation from the Director at least twice.
- h. **Quorum of Directors.** A majority of the Directors duly holding office shall constitute a quorum for the transaction of any business. The vote of a majority of the Directors present, if a quorum of the Board is present at such time, shall be necessary to approve or disapprove a proposed act of the Board except as otherwise prescribed in these by-laws.
- i. **Meetings of the Board of Directors**
 - i. **Attendance.** Board members may attend meetings in person or by electronic means.
 - ii. **Regular Meetings**
 - (1) **Frequency.** Regular meetings of the Board shall be held at least six times a year.
 - (2) **Scheduling.** The date, time, and location of each regular meeting shall be established by the Board by resolution from time to time.
 - (3) **Reminders of regular meetings,** together with the minutes of the previous meeting, and any other information deemed necessary by the Secretary shall be sent by regular mail or e-mail to each Director at least three (3) days before such meeting
 - (4) **Order of Business.** The Board shall determine the order of its business, which shall include, at a minimum, the following matters:
 - (a) Call to order
 - (b) Roll Call
 - (c) Approval of Agenda
 - (d) Approval of Minutes of Previous Meeting

- (e) Correspondence
- (f) Executive Director's Report
- (g) Finance Report
- (h) Housing Report
- (i) Committee Reports
- (j) Old Business
- (k) New Business
- (l) General Discussion
- (m) Adjournment

iii. Annual Meeting

- (1) The Annual Meeting shall take place in April of each year.
- (2) Notice of the date of the annual meeting shall be given to the Board of Directors by regular mail or e-mail at least fifteen (15) days before such meeting.
- (3) Order of Business at Annual Meeting:
 - (a) Welcome and introductions.
 - (b) Declaration of quorum.
 - (c) Business arising from minutes of the last annual meeting.
 - (d) Annual Report from CFO or Treasurer.
 - (e) Annual Report from Executive Director.
 - (f) Annual Report from Board President.
 - (g) Discussion of annual reports.
 - (h) Report of Nominations Committee

- (i) Election or confirmation of Board members according to by-laws.
- (j) Any other business.
- (k) Adjournment of meeting.

iv. Special Meetings

- (1) Special meetings may be called by the Board President or any three (3) members of the Board.
- (2) Notification of special meetings of the Board shall be sent to each Director at least 48 hours prior to the time appointed for the meeting.
 - (a) Such notice shall be deemed given when properly deposited in the United States Mail System, with postage thereon prepaid, or e-mailed, directed to the Director at her/his home address, or, if he/she has filed with the Secretary of the Board a written request that notices to her/him be mailed to some other address, then directed to her/him at such other address.
- (3) Notice of Content for Special Meetings of the Board of Directors. The notice of a special meeting of the Board shall state the place, date, and hour of the meeting, indicate who is calling the meeting, and specify the purpose thereof.

v. Adjourning Meetings

- (1) A majority of the Directors present may adjourn any meeting to another time and place.
- (2) Notice of the adjourned meeting specifying the time and place of the resumption of the meeting shall be given promptly to the Directors not present at the time of the adjournment. Should the time and place for resumption of the meeting not be announced at the time of adjournment, the notice shall be sent to all Directors.

j. Action of the Board, or a committee thereof, without a meeting

- i. Action may be taken without a meeting only upon receipt of the unanimous written consent of the Board. Any such unanimous written

consent shall be filed with the minutes of the next regularly held meeting of the Board.

- k. Executive Session. Executive sessions of the Board may be convened at any time during a Board Meeting.
- l. Committees of the Board. Committees of the Board may consist only of Board Members.
 - i. Standing Committees.
 - (1) The Standing Committees are: Executive, Nominating, Personnel and Finance/Audit.
 - (2) The members of each Standing Committee and the Chair of each such committee shall be selected by the President and may be removed by the President, without cause.
 - (3) The Executive Committee shall:
 - (a) Consist of the elected officers of the Board and the chairpersons of the Standing Committees.
 - (b) May meet monthly to exercise such powers as the Board may by resolution shall delegate to it.
 - (c) Conduct an annual evaluation of the performance of operating officers which the Board appoints following a procedure which shall be designed by the Executive Committee and approved by the Board.
 - (4) The Nominating Committee shall:
 - (a) Consist of at least two Directors.
 - (b) Nominate candidates for election to the Board at the annual corporation meeting.
 - (c) Nominate persons for appointment by the Board to fill vacancies as permitted by these by-laws.
 - (5) The Personnel Committee shall:
 - (a) Consist of at least two (2) Directors.

- (b) Be responsible for reviewing the employment policies and procedures and making recommendations to assure compliance with federal and state regulations including, but not limited to personnel policies, harassment policies, and grievance policies.
 - (c) Review and approve position descriptions as needed.
- (6) The Finance/Audit Committee shall:
- (a) Consist only of Independent Directors. An Independent Director is one who: (a) is not, and in the last three years has not been, an employee of the organization or any affiliate and does not have a relative who is, or in the last three years has been, a key employee of the organization or any affiliate;(b) in each of the last three fiscal years, has not received (and does not have a relative who has received during this period) more than \$10,000 in direct compensation from the organization or any affiliate (other than reimbursement of expenses reasonably incurred as a director or reasonable compensation for services as a director); and (c) is not a current employee of or does not have a substantial financial interest in (and does not have a relative who is a current officer of or has a substantial financial interest in) any entity that made payments to (or received payments from) the organization or any affiliate for property or services in an amount which, in any of the last three fiscal years, exceeded the lesser of \$25,000 or 2% of the entity's consolidated gross revenue.
 - (b) Be chaired by the Treasurer of the Board.
 - (c) Be composed of the Treasurer of the Board and such other persons as may be appointed by the President.
 - (d) Develop and propose such financial plans as would benefit the corporation.
 - (e) Advise the Treasurer in the management of corporation indebtedness.
 - (f) Select an Auditor to conduct an annual financial audit of the corporation.
 - (g) Oversee the accounting and financial reporting processes of

the organization and the audit of its financial statements;

- (h) Annually retain or renew the retention of an independent auditor;
- (i) Review with the independent auditor the scope and planning of the audit prior to its commencement;
- (j) Review with the independent auditor the results of the audit (including the management letter).
- (k) Review and discuss with the independent auditor any material risks and weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditor's activities or access to requested information, any significant disagreements between the auditor and management and the adequacy of the organization's accounting and financial reporting processes;
- (l) annually consider the performance and independence of the auditor;
- (m) report its activities to the Board;
- (n) perform such other duties as may, by resolution of the Board, be deemed necessary.

ii. Ad Hoc Committees

- (1) The Board of Directors may create such ad hoc committees, appoint members, and assign such duties as it may determine, by resolution, from time to time.

m. Committees of the Organization.

- i. The Board of Directors may create committees of the Organization, appoint members, who may be either Board Members or non Board Members, and assign such duties as it may determine, by resolution, from time to time.

n. Compensation of Directors and Committee Members

- i. Directors and committee members, as such, shall not receive any salary for their services but may, by resolution of the Board, be reimbursed for the expenses of attendance at a meeting of the Board or a committee of the

Board, provided that nothing herein contained shall be construed to preclude any Director or committee member from serving the corporation in any other capacity and receiving compensation for such services. Such compensation shall be reasonable and commensurate with services rendered.

4. OFFICERS

- a. Board Officers. The Board Officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer.
- b. Operations Officers. The Operations Officers of the Corporation shall be an Executive Director and such other officers as the Board may direct, by resolution from time to time.
- c. Board Officers, Terms of Office and Duties
 - i. Any two or more Board Offices may be held by the same person except the offices of President and Secretary.
 - ii. Election and Term of Office. All Board Officers shall be elected by the Board from among the qualified, active members of the Board to hold office for the term of three (3) years. Terms shall be staggered.
 - iii. Each shall hold office for such term and until her/his successor has been elected and qualified.
 - iv. President. The President shall:
 - (1) Preside at all meetings of the Board.
 - (2) Be an ex-officio member of all standing committees.
 - (3) In general, supervise and manage all of the business and affairs of the corporation, subject to the control of the Board.
 - (4) Sign, with the Secretary or other officer of the Board authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these by-laws, or by statute to a specific officer or agent of the corporation.
 - (5) Perform all the duties incident to the office of President or as may be prescribed by the Board from time to time.

- v. Vice-President. The Vice-President shall:
 - (1) Perform the duties and exercise the powers of the President in the absence or disability of the President.
 - (2) Have such powers and perform such duties as may be delegated to her/him by the President or prescribed by the Board.

- vi. Secretary. The Secretary shall:
 - (1) Arrange for giving of notice of all meetings of the Board and Executive Committee to the members of those bodies as prescribed in these by-laws.
 - (2) Arrange for the taking of minutes at all meetings of the Board and Executive Committee and shall keep a record of attendance at any given meeting. The President may appoint a Secretary, pro tem, to take the minutes at a given meeting.
 - (3) Prepare correspondence and affix her/his signature as required by the Board or Executive Committee.
 - (4) Perform all duties incident to the office of Secretary, or as from time to time may be assigned to by the President or by the Board.

- vii. Treasurer The Treasurer shall:
 - (1) Give a bond for the faithful discharge of her/his duties in such sum and with such surety, or sureties, as the Board shall determine. This requirement may be satisfied by appropriate insurance coverage.
 - (2) Have charge and custody of, and be responsible for, all funds and securities of the corporation.
 - (3) Perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to her/him by the President or by the Board.
 - (4) Issue to the Board a report of the financial condition of the organization to the Board in a manner prescribed by the Board at the annual corporation meeting and each and every meeting of the Board.

(5) Chair the Finance Committee.

viii. Vacancies

(1) If the office of any Board Officer becomes vacant, the President of the Board may appoint a qualified Board member to fill such vacancy. The appointee shall hold office until the next Annual Meeting, at which time a successor shall be elected as prescribed by the Board of Directors to serve the remainder of such term.

ix. Compensation of Officers. Officers shall not receive any salary for their services but may, by resolution of the Board, be reimbursed for the expenses of attendance at a meeting of the Board or a committee of the Board, provided that nothing herein contained shall be construed to preclude any officer from serving the corporation in any other capacity permitted by these by-laws and receiving compensation for such service. Such compensation shall be reasonable and commensurate with services rendered.

d. Operations Officers

i. Executive Director

(1) To be appointed by the Board of Director.

(2) May be removed by the Board as set forth below.

e. Removal of Officers

(1) Any Board Officer may be removed by majority vote of a quorum, with or without cause.

(2) Any Operational Officer who is appointed by the Board may be removed by the Board by majority vote of a quorum of the Board, with or without cause.

5. MISCELLANEOUS

a. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the Board.

b. Restrictions on Activities. No committee, officer, or member of the corporation shall initiate, foster, or carry on, any kind of manner, or activity which may commit the corporation to a policy, measure, attitude, or expense until the plan, project, or work shall have been studied and approved by the Board.

- c. Contracts. The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of, the corporation and such authority may be general, or confined to specific instances.
- d. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes, or other evidence of the indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation, and in such a manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by any two of the authorized signers on the bank account.
- e. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories, as the Board may select.
- f. Pledging Credit. No officers or agents of this corporation shall pledge the credit of the corporation for any sum of money without the express authority, by resolution, of the Board.
- g. Amendment. These by-Laws may be amended or adopted by a majority of the entire Board provided that such proposed amendment, repeal, or adoption is submitted to the Board at least thirty (30) days prior to the meeting at which the proposed change will be acted upon.
- h. Business Days. All references to days are calendar days rather than business days.
- i. Indemnity
 - i. Any person acting on behalf of the corporation in attaining its corporate purposes and within the bounds of his/her authority to do so, shall be indemnified against any claims, settlements, or judgments, as well as any reasonable legal costs associated with such claim, settlements, or judgments by the Corporation as provided for by the statutes of the State of New York. Specifically included herein are officers, directors, members of the Corporation and employees functioning on corporate committees; any of whom were functioning in this capacity at the time of the alleged wrongdoing.
 - ii. The provisions of this Article will refer only to those instances wherein an employee or agent of the corporation is made a defendant in any claim or legal action as a result of his/her legal relationship with the Corporation.