

# **C**apitol **A**rea **H**ousing **A**ssociation

## **BY-LAWS**

Adopted 5-13-2008  
Amended 1-11-2011

# Capital Area Housing Association

## By-Laws

### ARTICLE ONE

#### 1. PURPOSE

The purpose of the association is to provide a networking opportunity for members to exchange views and to keep current on legislation and regulations affecting rental property.

#### 2. OFFICES

The principal office of the Corporation shall be in City of Augusta, County of Kennebec, State of Maine. The Corporation may also have offices at such other places within or without the State of Maine as the Board of Directors may from time to time determine, or the business of the Corporation may require.

### ARTICLE TWO

#### MEMBERS

#### 1. MEMBERSHIP

Regular members shall be persons who own residential rental property, or who manage five or more rental units. At least one such rental unit shall be located within a town or city which lies in whole or in part within 25 miles of the State Capitol Building in Augusta, Maine. Vendors or suppliers of services who are interested in the purpose of the association may join as Affiliate members upon payment of annual dues, but Affiliate members shall have no voting rights or membership benefits.

#### 2. PLACE OF MEETING.

Meetings of Members shall be held at the principal office of the Corporation or at such other place within or without the State of Maine as the Board shall authorize.

#### 3. ANNUAL MEETING.

The annual meeting of the Members shall be held on the second Tuesday of February of each year, if not a legal holiday, but if a holiday, then on the Tuesday following, when the Members shall elect a Board of Directors and transact such other business as may properly come before the meeting.

#### 4. SPECIAL MEETINGS.

Special meetings of the Members may be called by the Board of Directors, or by the President, and shall be called by the President at the request in writing of a majority of the Board or at the request in writing by at least 10% of the voting Members. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice.

5. REGULAR MEETINGS.

Member meetings will be held, when called by the President or the President's designee, on the second Tuesday of the month. (Amended 1-11-2011)

6. NOTICE OF MEETING OF MEMBERS.

Written notice of the next scheduled meeting of members shall be published in the newsletter stating the date, time and place of the meeting. Every effort will be made to deliver the newsletter to members entitled to vote at such meeting reasonably in advance of the meeting by personal delivery, mail at the address of record provided by the member to the Secretary of the Association, or by e-mail at request of the member. Notice of any special meeting of members shall likewise be delivered to members entitled to vote at such special meeting reasonably in advance of the special meeting, and in addition to stating the place, time and date, shall also identify the purpose of the meeting. (Amended 1-11-2011)

7. WAIVERS

Notice of meeting need not be given to any Member who signs a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

8. QUORUM OF MEMBERS

Ten Members entitled to vote at a meeting shall constitute a quorum at a meeting of the Members for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Member. The Members present may adjourn the meeting despite the absence of a quorum.

9. PROXIES

Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy must be signed by the Member attorney-in-fact. No proxy shall be valid after expiration of six months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

10. VOTE OF MEMBERS

Except otherwise required by statute, all Corporation action shall be authorized by a majority of the votes cast.

11. WRITTEN CONSENT OF MEMBERS

Any action that may be taken by vote may be taken without a meeting on written consent, setting forth the action so taken, signed by the members entitled to vote thereon.

## ARTICLE THREE

### DIRECTORS

#### 1. BOARD OF DIRECTORS.

Subject to any provision in the Certificate of Incorporation, the business of the Corporation shall be managed by its Board of Directors.

#### 2. NUMBER OF DIRECTORS.

The number of Directors shall be not less than five nor more than nine. The immediate past President shall be a Director ex-officio for one year or until replaced by the outgoing President, whichever occurs first.

#### 3. ELECTIONS AND TERM OF DIRECTORS.

At an annual meeting of Members, the Members shall elect Directors who shall hold office for the term of two years. Directors must be regular members in good standing. Each Director shall hold office until the expiration of the term for which he is elected and until his successor has been elected, or until his prior resignation or removal.

#### 4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Vacancies occurring by reasons of removal of Directors without cause or by resignation shall be filled by vote of the Executive Committee unless otherwise provided in the Certificate of Incorporation. A Director elected to fill a vacancy caused by resignation or removal shall hold office until the next Annual Meeting. If the term of the removed or resigned director would have extended for another year, a director shall be elected to fill that one-year position to maintain the stagger in the two-year director terms.

#### 5. REMOVAL OF DIRECTORS.

Any or all of the Directors may be removed for cause by vote of the Members or by action of the Board. Directors may be removed without cause only by vote of the Members.

#### 6. RESIGNATION.

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of such notice, and the acceptance of the resignation shall not be necessary to make it effective.

#### 7. QUORUM OF DIRECTORS

A majority of Directors shall constitute a quorum for the transaction of business.

#### 8. ACTION OF THE BOARD

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

#### 9. PLACE AND TIME OF BOARD MEETINGS.

The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the State of Maine, which it may from time to time determine.

10. REGULAR ANNUAL MEETING.

A regular annual meeting of the Board shall be held immediately following the annual meeting of Members at the place of such annual meeting of Members.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

A) Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon twenty four hours notice to each Director either personally or by mail, or by e-mail; special meetings shall be called by the President or Secretary in a like manner on written request of two Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

B) A majority of the Directors present, whether or not a quorum is present may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

12. CHAIRMAN

At all meetings of the Board, the President or a chairman chosen by the Board shall preside.

13. TELEPHONIC MEETINGS

A meeting of the Board of Directors may be held by telephone conference, e-mail, or similar communications equipment as authorized under the laws of the State of Maine.

14. EXECUTIVE AND OTHER COMMITTEES.

The Officers and Directors together shall constitute the Executive Committee.

Any Officer or Director may be removed from office for failure to appear at the regular meetings of the Board of Directors or the Executive Committee meetings when the Officer or Director is absent for two consecutive meetings without reasonable cause.

The Board, by resolution, may designate committees to serve at the pleasure of the Board.

**AUDITING OF TREASURER'S RECORDS:** The books and accounts of the CAHA Treasurer shall be audited during the month of January of each year by a person or persons designated by the Board. A written report of the audit findings shall be provided to the Executive Committee prior to the February meeting of members. (Amended 1-11-2011)

**NOMINATING COMMITTEE:** It shall be the duty of this committee to present to the Association members each year a slate of candidates to run for the Board of Directors. The slate of candidates shall be included in at least two of the Association newsletters published in advance of the annual meeting. (Amended 1-11-2011)

15. COMPENSATION.

No compensation shall be paid to Directors, as such, for their services.

## ARTICLE FOUR

### OFFICERS

#### 1. OFFICER, ELECTION, TERM.

A) Unless otherwise provided for in the Certificate of Incorporation, the Board may elect or appoint, from within the regular Association membership, a President, one or more Vice-Presidents, a Secretary and a Treasurer and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided.

B) All officers shall be elected or appointed to hold office until the meeting of the Board following the annual meeting of Members.

C) Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

#### 2. REMOVAL, RESIGNATION, SALARY, ETC.

A) Any officer elected or appointed by the Board may be removed by the Board with or without cause.

B) In the event of the death, resignation or removal of any officer, the Board, in its discretion, may elect or appoint a successor to fill the unexpired term.

C) Any two or more offices may be held by the same person, except the offices of President and Secretary.

#### 3. PRESIDENT.

The President shall supervise the management of the business of the Corporation and shall preside at all meetings of the Members except that he may designate another officer or Director to preside in his stead.

#### 4. VICE-PRESIDENTS.

During the absence or disability of the President, the Vice-President shall have all the powers and functions of The President. The Vice-President shall perform such other duties as the Board shall prescribe.

#### 5. SECRETARY.

The Secretary shall:

A) Attend all meetings of the Board and Members;

B) Record all votes and minutes of all proceedings in a book to be kept for that purpose;

C) Give or cause to be given notice of all meetings of Members and of special meetings of the Board;

D) When required, prepare or cause to be prepared and available at each meeting of Members, a certified list in alphabetical order the names of Members entitled to vote there and affiliated Members.

E) Keep all the documents and records of the Corporation as required by law or otherwise, in a proper and safe manner;

F) Perform such other duties as may be prescribed by the Board.

6. TREASURER.

The Treasurer shall

A) Have the custody of the corporate funds and securities;

B) Keep full and accurate accounts of receipt and disbursements in the corporate books;

C) Deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designed by the Board;

D) Disburse the funds of the Corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements.

E) Render to the President and Board at the regular meeting of the Board, or whenever they require it, an account of all transactions as Treasurer and of the financial condition of the Corporation.

F) Render a full financial report at the annual meeting of the Members if so required;

G) Be furnished by all corporate officers and agents at his request, with such reports and statements as he may require as to all financial transactions of the Corporation;

H) Perform such other duties as are given to him by these by-laws as from time to time are assigned to him by the Board or the President, the board may from time to time designate and authorize any officer to sign checks.

**ARTICLE FIVE**

**CORPORATE SEAL**

The seal of the Corporation shall be circular in form and bear the name of the Corporation and the year of its organization. The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed or upon adhesive substance affixed thereto.

**ARTICLE SIX**

**DUES AND ASSESSMENTS**

The annual dues to be levied upon the regular and affiliate Members of the association shall be fixed from time to time by vote of association membership during the regular monthly or annual meetings. All dues shall become due and payable annually by the first of January of each year. Dues that are not paid within thirty (30) days of the renewal date shall cause said member to be dropped from membership.

The Officers and Board of Directors shall have their dues waived, and other expenses related to conducting the business of the organization paid by the association.

**ARTICLE SEVEN**

**INDEMNIFICATION**

1. General Indemnification.

The Corporation shall, to the full extent of its power to do so provided by law, including without limitation §714, Title 13-B of the Maine Revised Statutes, as amended, and laws supplemental thereto or amendatory thereof, indemnify any person who was or is a Member or officer of the Corporation, or is or was serving at the request of the Corporation as an officer, trustee, partner, fiduciary, employee or agent of another corporation, partnership, joint venture, trust, pension or other employee benefit plan or other enterprise, against expenses, including attorney fees, judgments, fines and other amounts actually and reasonably incurred by him/her in the settlement of or in connection with any threatened, pending or completed civil, criminal investigative or administrative suits, actions or proceedings to which s/he is or was a party or is or was threatened to be made a party because of, or in connection with, his/her service to this corporation; provided, however, that no indemnification shall be provided to any person with respect to any matter as to which that person shall have been finally adjudicated not to have acted honestly or with reasonable belief that his/her actions were in or not opposed to the best interests of the corporation or its shareholders or, with respect to criminal proceedings, that such person is finally adjudicated to have committed a crime, an element of which is the reasonable cause to believe that his/her action was unlawful.

## 2. Special Indemnification.

Nothing contained in Section 1 of this Article Eight shall prevent the corporation, by action of its Members, from indemnifying any person, including without limitation an officer, fiduciary, employee or an agent of this Corporation, in any particular case, if in the judgment of the Corporation such indemnification should be made. Notwithstanding this section, however, the corporation shall not have the power to indemnify any person with respect to any claim, issue or matter asserted by or in the right of the Corporation as to which that person is finally determined or adjudicated to be liable to the Corporation, unless the court or other body in which the action, suit or proceeding was brought shall determine that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for such amounts as the court or other body shall deem reasonable.

## **ARTICLE EIGHT**

### **BY-LAWS, CHANGES, AMENDMENT OR REPEAL**

The by-laws may be altered, amended or repealed by vote of two thirds of the Members of the association present at any two consecutive regular meetings of the association at which time there is, at the time of the vote of the members, a quorum in attendance and voting. The proposed by-law changes must be previously communicated to the membership by publication in the monthly newsletter.