CHAPTER 3: BOARD OF DIRECTORS

3.1 Membership of the Board. The Board shall be composed of the President; the Vice-Presidents; the Treasurer; the Recording Secretary; the Executive Director, should the board choose to appoint one (all non-voting, except in the case of a Provisional Board, as described in section 3.13 of these Bylaws); and the duly elected representative of each co-op[1] . Each member shall be subject to recall by a special meeting. Any vacancy among the members of the Board shall be filled as soon as possible, by the same method as ordinarily used to fill it. The Executive officers of the Board, with the exception of the President[2] , may also be co-op representatives. During the period of a Provisional Board, however, the President may also be a co-op representative.

3.1.1. Co-op representatives. All COUCH member and associate houses shall have representation on the COUCH board. All co-op representatives shall attend the meetings of their co-op, and shall perform other duties assigned them by act of the Board or their co-op.

3.1.1.1.Election. A co-op's representative shall be elected at a co-op's house meeting and shall serve for a term of one year. If a co-op's representative is absent from Champaign-Urbana for part of the one year term, a co-op may elect a temporary representative for that part of the term. A co-op may remove and replace its representative in accordance with its rules.

3.1.1.2 Attendance. A co-op representative shall be required to have attended one of the previous two board meetings in order to be a voting member of the board. This shall not apply to the first board meeting of a representative's term.

3.1.1.3 Residence. Co-op representatives must make primary residence or board in the COUCH co-op they represent during the term for which they are elected.

3.1.1.4 Proportional Representation. Houses with 3 to 8 members shall have one representative to the board, with 9-16 shall have 2[3] , 17-24 shall have 3, and in case of larger houses, the number of representatives shall increase by one for each 8 members beyond 24.

3.1.1.5 One Representative, One Vote. At no time shall a representative have more than one vote.

3.1.2 Liaison responsibilities of co-op representatives. Each co-op representative shall be responsible for bringing to the attention of the members of his or her co-op such activities within the corporation as may concern them. Each co-op representative shall also be entrusted with the responsibility of bringing to the attention of the Board such matters as may concern the corporation.

3.1.3 Provisional Board. All Board members shall have voting privileges from the inception of the corporation until a representative quorum of at least three co-op representatives is established[4] . The first Board shall be considered a Provisional Board. The purpose of a Provisional Board shall he[5] to seek out and enter into membership agreements with enough co-ops to form a representative quorum. Once a quorum is formed, the Provisional Board shall set the earliest reasonable date for elections for a new President. If the quorum is lost because of the sale, transferal, or other dissociation of member co-ops from the corporation, the Board shall revert to Provisional status as described above. A Provisional Board retains all the powers and responsibilities of a regular Board.

3.1.3.1 Associate Houses. During Provisional Status, Associate Houses may choose to elect a representative, who shall not be counted towards the three required to end Provisional Status. Provisional co-op representatives may vote on the Provisional Board, may be Executive Officers (including the President), and may have one vote at Membership and Special Meetings. Provisional co-op representatives, as Members of the corporation, must pay a membership fee. During Provisional Status, the Board may also approve other members as voting board members, who may also be Executive Officers.

3.2 Powers of the Board. The Board may administer the affairs of COUCH and exercise all powers of the corporation, except those reserved to the co-ops or to the members of the corporation in Annual or Special meeting, as given under the laws of the State of Illinois and the Articles of Incorporation; in compliance with the Rochdale Principles, as elaborated in the Statement on Cooperative Identity, 1995; and in keeping with the mission and philosophy of COUCH as described in these Bylaws.

3.3 Specific Powers of the Board. The Board shall have sole power to:

a) authorize the purchase, sale, mortgage, transfer, rental, or acceptance of real property on behalf of the corporation with approval of a Special Meeting;
b) accept gifts on behalf of the corporation;
c) borrow money and issue promissory notes or bonds of the corporation for the repayment thereof, and to mortgage, pledge, or otherwise grant security interests in any and all property of the corporation, both real and personal, as security for debts and undertakings of the corporation;
d) purchase or sell personal property incident to the purchase or sale of real property;
e) control and administer any funds which the Board may establish;
f) authorize the purchase of personal property or enter into any contract, in the name of the corporation, for the administration of the corporation; and
g) authorize the assessment of all members or co-ops to meet the estimated expenses involved in managing the corporation.

3.4 Other powers of the Board. The Board shall also have the power to:

a) set up committees, direct their activities, and appoint chairpersons to them;
b) arbitrate any disputes between or among COUCH co-ops;
c) interpret the Articles of Incorporation or these Bylaws; and
d) call Special Meetings of the Membership as provided in Section 7.2.1 of these Bylaws.

3.5 Supervision in the event of dissolution. The Board shall, in the event of dissolution of the corporation, supervise the distribution of the remaining assets of the corporation according to the Articles of Incorporation.

3.6 Meetings of the Board. Meetings of the Board shall be open to all members of COUCH. Regular meetings of the Board shall be held at times and places to be determined by the Board. The Board shall make reasonable and appropriate effort to make the times and places of meetings as accessible as possible to the members of the Board and to the membership of COUCH[6] . Attendance by Board members equal to two thirds of the number of Board members eligible to vote shall constitute a quorum required for the transaction of business. Any question of substance arising at a meeting of the Board may be decided by a majority vote. Tied votes mean that the motion does not pass.

3.7 Special meetings of the Board and referendums. The President may call a special meeting of the Board and shall do so whenever requested by a simple majority of the Directors, or by ten percent of the membership of the corporation. Twenty percent of the Board may request a referendum.

3.8 Procedures of the Board. The Board may establish rules to govern its affairs and the administration of the corporation. In the absence of such special rules, meetings of the Board shall be conducted according to "Robert's Rules of Order, Revised.[7] "

3.9 Codification of the Rules. All permanent rules and regulations adopted under Section 3.3[8] of these Bylaws shall be codified in the "Standing Rules of COUCH." All permanent rules and regulations adopted under Sections 3.4 and 3.8 of these Bylaws shall be codified in "The Operating Procedures of the Board of Directors of COUCH."[9]

Standing Rules of COUCH

Updated March 20th, 2003

Per the COUCH Bylaws, Standing Rules are defined as any policy related to Section 3.3, which states:

3.3 Specific Powers of the Board. The Board shall have sole power to:

a) authorize the purchase, sale, mortgage, transfer, rental, or acceptance of real property on behalf of the corporation with approval of a Special Meeting;
b) accept gifts on behalf of the corporation;
c) borrow money and issue promissory notes or bonds of the corporation for the repayment thereof, and to mortgage, pledge, or otherwise grant security interests in any and all property of the corporation, both real and personal, as security for debts and undertakings of the corporation;
d) purchase or sell personal property incident to the purchase or sale of real property;
e) control and administer any funds which the Board may establish;
f) authorize the purchase of personal property or enter into any contract, in the name of the corporation, for the administration of the corporation; and
g) authorize the assessment of all members or co-ops to meet the estimated expenses involved in managing the corporation.