

**BYLAWS OF THE
TENANTS ALLIANCE OF GLENN GARDENS**

(Ratified June 16th, 2004)

PREAMBLE.....	3
ARTICLE I. NAME	3
ARTICLE II. PURPOSE.....	3
Section 1. Statement of Purpose.....	3
Section 2. Not-for-Profit Character.....	3
Section 3. Non-Partisan Character	3
Section 4. Recognition of Alliance	3
ARTICLE III: - MEMBERSHIP	4
Section 1. Definition of Resident	4
Section 2. Membership	4
Section 3. Suspension and Expulsion	4
ARTICLE IV. MEETINGS AND REPRESENTATION.....	4
Section 1. Powers	4
Section 2. Frequency.....	4
Section 3. Time, Place, and Notice	4
Section 4. Representation	4
ARTICLE V. EXECUTIVE BOARD.....	5
Section 1. Composition.....	5
Section 2. Manner of Nomination and Election.....	5
Section 3. Times of Elections and Term of Office.....	5
Section 4. Officers, Powers and Duties	6
Section 5. Authority and Powers of the Executive Board (Officers and Delegates).....	7
Section 6. Procedures.....	7
Section 7. Recall.....	7
Section 8. Unexcused Absences	7
Section 9. Standing Committees	8
ARTICLE VI. VOTING AND PROCEDURES.....	8
Section 1. Voting.....	8
Section 2. Announcement and Recording of Votes	8
Section 3. Rules of Procedure and Order.....	8
Section 4. Parliamentary	8
Section 5. Removal of Disorderly Persons.....	8
ARTICLE VII. ADVISORY COUNCIL	8
Section 1. Composition.....	8
Section 2. Term of Office and Vacancies	8
Section 3. Powers and Duties of the Council	8
Section 4. Authority and Powers of the Advisory Council	9

ARTICLE VIII. FINANCES AND DUES.....9
 Section 1. Fiscal Year9
 Section 2. Annual Dues9

ARTICLE IX. AMENDMENT.....9
 Section 1. Procedure9
 Section 2. Notice9

ARTICLE X. TRANSITION PROCEDURES10
 Section 1. Transition Procedures.....10

ARTICLE XI. ADOPTION10
 Section 1. Implementation10
 Section 2. Notice10

ARTICLE XII. RIGHTS AND POWERS.....10
 Section 1. Resident Membership and Executive Board Powers10

PREAMBLE

We, the residents of Glenn Gardens, 175 West 87th Street, New York, N.Y., 10024, while recognizing the valuable contributions of the previously established Glenn Gardens Tenants Association, its duly elected officials and supporting tenant Members, and their work on behalf of our tenant community over the years, we also realize that new conditions brought about by the recent conversion of the Glenn Gardens complex from a government regulated project to a normal commercial property mandate the necessity of a new tenants' organization.

Whereas the former Tenants Association was subject to governmental oversight, and tenants were formerly afforded specific rights and protections under the rules of certain government agencies, we recognize that this oversight and these rights no longer exist.

Whereas the Landlord was formerly mandated to permit the existence of a tenants association, we recognize that this mandate no longer exists.

Whereas the rates of all apartment rentals were formerly ascertained and administered by government agencies, we recognize that this overall government regulation of rents no longer exists.

Whereas our former legal relationship to our Landlord was based upon specific governmental laws and regulations, we recognize that this relationship is now based upon privately negotiated signed agreements and housing law at large.

Whereas the bylaws of the former Glenn Gardens Tenants Association were applicable to the conditions of the past, we recognize that they are no longer applicable to conditions of the present.

We therefore hereby form a new organization of Glenn Gardens residents, constituted upon democratic principles and the real needs of our tenant body, both today and in the future. Upon ratification of these Bylaws, the tenants of Glenn Gardens establish and ordain the Tenants Alliance Of Glenn Gardens.

ARTICLE I. NAME

The name of this organization shall be "Tenants Alliance Of Glenn Gardens", hereinafter referred to as the "Alliance".

ARTICLE II. PURPOSE

Section 1. Statement of Purpose

- a) The Alliance shall work to identify, clarify and solve common problems of Glenn Gardens residents on quality of life, day-to-day operations and policy issues.
- b) The Alliance shall act as a vehicle for bi-directional communication between the tenant Members and the Landlord and/or the Landlord's representatives.
- c) The Alliance shall work to develop friendly, cooperative and neighborly relations among tenants, provide for social events and celebrations, and promote the right of every tenant to peaceful habitation.

Section 2. Not-for-Profit Character

The Alliance shall be a not-for-profit organization.

Section 3. Non-Partisan Character

The Alliance, recognizing that political diversity exists among its Members, shall not engage in partisan political causes or seek out partisan political institutions as a means of conflict resolution within the organization.

Section 4. Recognition of Alliance

The Alliance shall seek the Landlord's written recognition of the Tenants Alliance Of Glenn Gardens as the sole official tenants organization of the residents of Glenn Gardens. The proposed written agreement with the Landlord shall include the Landlord's permission for the Alliance to meet on the Glenn Gardens premises and to post official notices of the Alliance at designated locations.

ARTICLE III. MEMBERSHIP

Section 1. Definition of Resident

A resident shall be defined as a person who resides at Glenn Gardens, 175 West 87th Street, New York, NY 10024

Section 2. Membership

One (1) resident from each apartment, regardless of total occupants in such apartment, shall be eligible for membership in the Alliance, if such resident meets the following qualifications:

- a) Legally resides at Glenn gardens for a minimum of ninety (90) days;
- b) Shows a minimum age of eighteen (18) years;
- c) Negotiates his/her own lease of tenancy and occupancy;
- d) Complies with all provisions, rules and regulations of lease occupancy;
- e) Subscribes to the purposes of the Alliance set forth in Article II, Section 1 of these Bylaws and declares a willingness to work within the structure of these Bylaws;
- f) Pays nominal membership dues as determined by the Executive Board.

Section 3. Suspension and Expulsion

Any Member, given cause, may be suspended from membership at a general Executive Board meeting by an affirmative vote of two-thirds of the votes cast. Such suspension may be lifted at a General Meeting of Members by an affirmative majority vote. Suspension or expulsion proceedings may be initiated by resolution of the Executive Board or by a petition subscribed to by at least twenty percent of the enrolled Members.

In all cases, advance written notice of intent to suspend or expel with full disclosure of reasons, shall be served upon Members and a hearing before a general Executive Board meeting shall be granted.

ARTICLE IV. MEETINGS AND REPRESENTATION

Section 1. Powers

The Members of the Alliance assembled in General Meetings shall have final say on all policy decisions of the Alliance and shall have such other powers as are provided in these Bylaws.

Section 2. Frequency

The Executive Board shall convene not less than six (6) membership meetings in each calendar year at approximately two (2) month intervals, and a General Members meeting shall convene not less than two (2) times yearly. Additional membership may convene by the Executive Board on its own motion, or upon receipt of a petition stating the purpose signed by no less than five (5) percent of the Members. This includes an impromptu meeting called giving purpose by any Board Member to resolve any potential impending crisis. Such meetings to be convened not less than fourteen (14) days and not more than thirty (30) days following receipt of such petition.

Section 3. Time, Place, and Notice

Time and place of general membership and resident meetings shall be designated by the Executive Board. In all cases, the Executive Board shall give a minimum of seven (7) and a maximum of fourteen (14) calendar days' notice, in writing, of intent to hold such meetings. If an emergency exists, as deemed by the Officers, meetings may be called on shorter notice, as needed.

Section 4. Representation

Members shall be represented in all business of the Alliance in accordance with the following procedures.

- a) Each Member shall have one vote.
- b) A Member shall not be permitted to vote at a General Membership meeting or at an Executive Board meeting unless his/her membership dues are current.
- c) There shall be no proxy voting.
- d) A quorum at an Executive Board meeting shall consist of a simple majority of Elected Board Members.
- e) A quorum at a General Meeting shall consist of ten percent (10%) of the total Members in good standing.
- f) General meetings shall be open to any Member in good standing.
- g) The Executive Board when meeting shall be free to exercise judgment on
 - a. Admittance of General Members

- b. Participation of General Members in debate. Participation, in any case, shall require membership. In no case will a General Member be permitted a vote at an Executive Board meeting.

ARTICLE V. EXECUTIVE BOARD

Section 1. Composition

The Executive Board shall be elected at-large by Secret Ballot, and shall be comprised of the following:

- a) Four Officers, to be: One (1) President, one (1) Vice president, one (1) Treasurer, one (1) Secretary
- b) Four (4) Delegates.

Section 2. Manner of Nomination and Election

The Executive Board is responsible for setting up a Nominating Committee and shall present a group of candidates for office. All nominees must be Members in good standing. The Advisory Council (as defined in Article VI, below) shall be included as Members of the Nominating Committee.

- a) In addition to candidates nominated by the Nominating Committee, any Member in good standing may be nominated for any office at the General Tenants Meeting or nomination meeting.
- b) Separate nominations shall be cast successively for one President, one (1) Vice-President; one (1) Treasurer; one (1) Secretary. In alternate years, as specified in Article V, Section 3, nominations shall be cast for four (4) Delegates and two (2) Advisory Council Members. Once nominated for a particular office, a Member may not accept nomination for another office unless such Member declines the previous nomination.
- c) No Member may run for more than one office in a single election.
- d) There shall be no term limits imposed on any Officer, Delegate or Advisory Board Member. Officers and Delegates may run for their presently held or previously held office.
- e) Members shall be notified of elections no less than fourteen (14) days and no more than thirty (30) days before the scheduled date of voting.
- f) Voting will be by secret ballot. Ballots shall clearly indicate the title of each office and the candidates for each office, listed by full name, alphabetically by last name. Voters will be instructed to vote for only one candidate per office, except in the cases of Delegates and Advisory Council positions, where multiple positions are to be filled. In these cases, ballots will instruct voters to vote for as many candidates as there are positions to be filled.
- g) Elections of Officers and Delegates (the "Executive Board") shall be supervised by and votes shall be tabulated by a panel of impartial community figures who do not reside in Glenn Gardens, under the selection and direction of an Elections Committee.
- h) The Elections Committee shall be appointed by the President, subject to the approval of the Executive Board.

Section 3. Times of Elections and Term of Office

- a) Officers. Elections of Officers shall be held in even-numbered years and Officers shall serve for a term of two (2) years.
- b) Delegates. Elections of Delegates shall be held in odd-numbered years and Delegates shall serve for a term of two (2) years.
- c) Advisory Council. Elections of two (2) Advisory Council Members shall be held in each odd-numbered year and those elected will serve for a term of four (4) years.
- d) Officers, Delegates and Advisory Council Members shall serve until their qualified successors are elected.
- e) If the incumbent Officers fail to call a timely election at the appropriate interval, the Advisory Council shall convene and, under the rules herein, organize a nomination and election. Such an election shall be considered official.
- f) The Term of Office for all Officers/Delegates shall be two (2) years and they shall serve until their qualified successors are elected. For the initial election under these Bylaws, Officers and Delegates shall be elected. Officers will then serve two-year terms. Delegates, after this first election only will serve one-year terms. In subsequent years, elections and terms shall be as set forth in paragraphs (a) and (b) of this Article V, Section 3.
- g) In the case of Advisory Council Members, for the initial election under these Bylaws, four (4) Members shall be elected. Of those elected, the two receiving the most votes will serve for three (3) years, and the remaining two will serve for one (1) year. In subsequent years, elections and terms shall be as set forth in paragraph (c) of the Article V, Section 3.
- h) If an organization other than the Alliance and principally composed of Glenn Gardens residents exists or comes to exist, no officeholder of such organization shall be eligible to hold, stand election for, or be nominated to any elected position within the Alliance.

Section 4. Officers, Powers and Duties

A. President

The President shall:

- a) Serve as spokesperson for the Alliance and sign all official documents and correspondence of the Alliance.
- b) Preside at all meetings of the Executive Board and all General Membership meetings.
- c) Appoint Chairpersons for Committees, who, in turn, shall select Members to serve on their Committees.
- d) Perform all duties incidental to the office.
- e) Serve as advisor to the Executive Board and also serve on all Committees and as an *ex officio* non-voting Member of the Advisory Council.

B. Vice-President

The Vice-President shall:

- a) Preside at meetings in the absence of the President.
- b) Perform duties of the President in the absence or incapacitation of the President.
- c) In case the office of President is vacated, assume the duties of that office until a president *pro tem* is appointed by vote of the Executive Board. The Vice-President shall not automatically succeed to the office of President upon its vacancy. In all cases, a President as well as any other Officer of the Alliance must be elected to their office by the General Membership.
- d) Serve as Chairperson and Member of the Advisory Council.

C. Treasurer

The Treasurer shall:

- a) Serve as Chief Fiscal Officer of the Alliance.
- b) Collect annual dues from the Members.
- c) Have the care and custody of all funds and securities of the Alliance.
- d) Deposit all funds in the name of the Alliance in such bank or trust company as the Executive Board may designate.
- e) As duly authorized by the Executive Board, sign and execute all fiscal transactions and contracts in the name of the Alliance, when countersigned by the President or Vice President. In the absence of the President or Vice-President, the Executive Board shall authorize a Board Member to countersign any transactions.
- f) Maintain books and records of account of all income and expenditures of the Alliance.
- g) Prior to the start of each fiscal year (January to December) prepare a draft budget for submission to the Executive Board, if necessary.
- h) Prepare a written report for each scheduled Executive Board meeting detailing expenditures and income.
- i) Be accountable for creation and financial systems subject to approval of the Executive Board.
- j) Be authorized to maintain a petty cash account to be used for incidental operating expenses, such account not to exceed two hundred dollars (\$200.00) in cash.
- k) At the end of each designated fiscal year, prepare an annual report of the income and expenditures of that year and of the financial status of the Alliance. Prepare and distribute a quarterly report of income and expenses of the Alliance.
- l) At a reasonable request, show books and records of account to any Member of the Executive Board, any duly authorized representative or a resident Member in good standing.

D. Secretary

The Secretary shall:

- a) Take, maintain and distribute the Minutes of the Alliance.
- b) Attend to the receiving, giving and serving of all Notices of the Alliance.
- c) Keep and maintain a list of current Officers and current Members in good standing.
- d) Maintain attendance records of General Meetings and Executive Board Meetings.
- e) Have charge of such books, papers and other records as the Alliance may direct.
- f) Attend to such correspondence as may arise from the business of the Alliance.

Section 5. Authority and Powers of the Executive Board (Officers and Delegates)

The Executive Board shall have the following authority and powers:

- a) During the interim between General Membership meetings, to make policy of the Alliance not inconsistent with existing overall purposes and policies.
- b) To implement the purposes and policies of the Alliance.
- c) To recommend the creation of special committees, recommend Chairpersons and recommend the dissolution of any special committee.
- d) To implement decisions of the General Membership such as paid membership dues, amount charged, frequency of dues (monthly/yearly) and removal of Members, etc.
- e) To meet jointly with the Advisory Council and the Landlord and/or his representatives to discuss problems, concerns, events and ideas concerning Glenn Gardens.
- f) All meetings of the Executive Board shall be open to all residents of Glenn Gardens if so inclined only after such residents have paid nominal annual membership dues.
- g) The Executive Board shall be entitled to exercise judgment on such inclusion on the evidence of a threat to confidential disclosure of issues (can deny admission of general tenant if an issue of confidence is being discussed).
- h) To take such other actions as are provided in these Bylaws.

Section 6. Procedures

- a) Quorum. The Executive Board shall meet at the call of the President with not less than a quorum of its Members, not less than six (6) times per calendar year. A simple majority of its Members shall constitute a quorum.
- b) Vacancies. A vacancy in the position of any Officer or Delegate shall be filled by a majority vote of the Executive Board to serve until the next General meeting, at which time an election shall be held to fill the non-expired term for such position. General Members must be duly notified of any meeting at which an election shall take place, and the notice of any election must be clearly and prominently emphasized on such notification. Elections to replace a vacancy must be held no later than sixty (60) days after such vacancy occurs.
- c) Authorization to sign checks. All checks, drafts, notes and orders for the payment of money in excess of Fifty Dollars (\$50.00) shall be duly authorized by the Executive Board and shall be signed by any two (2) of the following Officers. The Treasurer, the President and Vice-President.
- d) Correspondence and Publications. All correspondence, notices and other documents or publications of the Alliance must be pre-approved by the Executive Board before such documents are posted or published. Proof of approval of the Executive Board shall consist of a duly recorded vote or a replica of the document bearing the signatures of a plurality of Board members. The publishing, posting or distribution by any Officer, Delegate or other Member of documents bearing the imprimatur, letterhead or seal of the Alliance without prior consent of the Executive Board shall be considered grounds for recall.

Section 7. Recall

A petition of recall, stating the cause and signed by not less than twenty (20) percent of the Members in good standing, shall initiate a recall proceeding against any Member of the Executive Board or Advisory Council.

Such proceedings shall take place at a General Membership meeting held not later than twenty-eight (28) calendar days following presentation of such petition to the President, or if the President is the subject of such petition, to such other Officer as may be the subject of such petition, or if all Officers are subject of such petition, to any other Member of the Executive Board.

Not less than twenty (20) calendar days Notice shall be given to each affected Executive Board or Advisory Council Member and all other Members by ordinary first class mail. Each affected Executive Board Member shall have the right to be present and be heard at such meeting.

Removal from the Executive Board or Advisory Council shall require the affirmative vote of two-thirds of the vote's cast of Members present. Any vacancy resulting from recall shall be filled according to procedures set forth in Section 6, above.

Section 8. Unexcused Absences

Any Member of the Executive Board who has three (3) consecutive absences from regular meetings of the Executive Board shall be subject to removal from office by action of the Executive Board.

Section 9. Standing Committees

There shall be four (4) Standing Committees:

1. Fund Raising Committee
2. Newsletter/Tenant Liaison Committee ("Public Relations Committee")
3. Building and Grounds
4. Membership/Outreach Committee

The President shall have the right, subject to the approval of the Executive Board, to establish any other committees. Any General Member in good standing may be appointed to serve on a committee.

ARTICLE VI. VOTING AND PROCEDURES**Section 1. Voting**

Except where otherwise prohibited in these Bylaws, all issues shall be decided by a simple majority of a quorum of Members present.

Section 2. Announcement and Recording of Votes

The results and numerical tally of all votes of the Executive Board and General Membership, whether by secret ballot or open vote, shall be announced by the Presiding Officer and recorded in the Minutes and by Public Notice. The Executive Board shall by resolution provide the manner by which votes shall be counted.

Section 3. Rules of Procedure and Order

"Robert's Rules of Order" shall govern all meetings of the Alliance.

Section 4. Parliamentarian

At any Executive Board meeting or General meeting, the Presiding Officer may appoint a Parliamentarian.

Section 5. Removal of Disorderly Persons

At any Executive Board meeting or General meeting, the Presiding Officer may direct the removal of disorderly persons from the meeting. Appropriate security officers may be summoned to assist in quelling disorderly or illegal conduct and removing perpetrators of same.

ARTICLE VII. ADVISORY COUNCIL**Section 1. Composition**

The Advisory Council shall be comprised of five (5) Members. Of these, four (4) shall be elected to membership and one (1) shall be the current Vice-president of the Alliance, who shall serve as Chair of the Advisory Council. Except for the current Vice-President of the Alliance, to be eligible for membership to the Advisory Council, a Member must be:

- a) A resident of Glenn Gardens for a minimum of five (5) years and
- b) A Member in good standing of the Alliance.

Section 2. Term of Office and Vacancies

The four (4) elected Members shall serve overlapping terms of four (4) years, as set forth in Article V, Section 3 (c). If vacancies occur, the Executive Board shall appoint replacements to serve out the terms of vacated positions

Sitting Members of the Advisory Council may be nominated for any open Executive Board office, but if elected must relinquish their seat on the Council during the time they hold such office.

Section 3. Powers and Duties of the Council

There shall be two officers of The Advisory Council, namely, the Chair (the current Vice-President of the Alliance) and the Secretary (elected by members of the Council).

The Chair shall:

- a) Serve as the "spokesperson" of the Advisory Council.
- b) Preside at all meetings of the Advisory Council.
- c) Appoint Committees, if necessary.
- d) Perform all duties incidental to the office.

The Secretary shall:

- a) Take, and maintain the Minutes of the Advisory Council
- b) Attend to the receiving, giving and serving all Notices of the Advisory Council
- c) Have charge of such books, papers and other records as the Advisory Council may direct.
- d) Attend to such correspondence as may arise from the business of the Advisory Council

Meetings of the Advisory Council shall be generally governed by the same rules as the Executive Board, as concerns quorum, voting, etc., according to applicable portions of these Bylaws.

Section 4. Authority and Powers of the Advisory Council

The Advisory Council shall:

- a) Make recommendations to and otherwise advise the Executive Board on matters which concern the Alliance.
- b) Meet at least two (2) times per year.
- c) Meet jointly with the Executive Board and the Landlord and/or his representatives to discuss problems, concerns, events and ideas concerning Glenn Gardens.
- d) Before elections, at the appropriate time, act as additional Members of the Nominating Committee as prescribed in Article V, Section 2.
- e) In the event that timely regular and special (in the case of filling vacancies) elections are not called by the Executive Board, organize and supervise timely elections in lieu of the Executive Board, as prescribed in Article V, Section 3 (d). This action shall be mandatory on the part of the Advisory Council.
- f) Arrange and supervise transition meetings (described in Article X, below) and the transfer of records and accounts subsequent to elections of Officers. Transition meetings shall take place as soon after elections as possible, in any case no more than fourteen (14) days after the date of an election of Officers.
- g) Call for, and receive minutes of any and all General and Executive Board meetings as well as copies of financial accounts and transactions of the Alliance.
- h) Be the final interpreter of these Bylaws, in cases of disputed interpretation.
- i) Instigate actions of recall of Executive Board members or other Members accused of being in violation of these Bylaws.
- j) Exercise the right to attend Executive Board meetings as non-voting observers.

ARTICLE VIII. FINANCES AND DUES.

Section 1. Fiscal Year

The Executive Board shall establish the Alliance's Fiscal Year.

Section 2. Annual Dues

All Members shall pay annual membership dues. Dues for charter members (enrolled before the initial Election of Officers) shall be Fifteen Dollars (\$15.00) for the first year. After this first election, the Executive Board shall thenceforth determine the dollar amount of yearly tenant membership dues. Dues shall be the same monetary amount for all Members, regardless of apartment size, family size, age, lease, or any other factor. Membership dues shall be collected by the Treasurer, as set forth in Article V, Section Four (C).

ARTICLE IX. AMENDMENT

Section 1. Procedure

Upon prior notice, these Bylaws may be amended by a simple majority of votes cast at a General Membership meeting.

Section 2. Notice

Proposed Amendments to these Bylaws shall be in order at any General Membership meeting. The proposed Amendment shall be submitted to all Members at least thirty (30) days prior to the General Membership meeting at which time it is to be introduced.

ARTICLE X. TRANSITION PROCEDURES

Section 1. Transition Procedures

Transition meetings shall be called and chaired by the Advisory Council. The Out-going President as well as the Out-going Treasurer and Outgoing Secretary shall be responsible for the transition of all records and effects of their respective offices pertaining to the operations, activities and business of the Alliance, including correspondence, financial records official documents and seals, and minutes of meetings.

ARTICLE XI. ADOPTION

Section 1. Implementation

These Bylaws shall be effective immediately upon an affirmative vote for their adoption. All residents shall be given an opportunity to cast a “yes” or “no” vote. A simple majority of votes cast shall be sufficient for passage.

Section 2. Notice

Members shall be given written notice of any meeting at which the adoption or amendment of Bylaws shall be voted upon.

ARTICLE XII. RIGHTS AND POWERS.

Section 1. Resident Membership and Executive Board Powers

The Executive Board, Advisory Board and General Members may exercise all Rights and Powers not expressly prohibited in these Bylaws.

These Bylaws of the Tenants Alliance Of Glenn Gardens ratified on

(Date) _____

by Majority of votes cast.

Co-chairs of the Bylaws Committee

Witness

Witness

Witness

VOTE TALLY:

TOTAL VOTES CAST: 102

“YES”: 100

“NO”: 2