

**SOUTHERN MAINE LANDLORD ASSOCIATION** (voted 2-19-13)

**ESTABLISHED APRIL 22, 1975**

**CERTIFICATE OF ORGANIZATION OF A CORPORATION**, under Title 13, Chapter 81 of the revised statutes.

**ORIGINAL INCORPORATION:** April 22, 1975, said Corporation is located in the City of Portland, County of Cumberland, and State of Maine.

**LEGAL NAME OF CORPORATION:** Greater Portland Housing Association

**PURPOSE OF CORPORATION:** to promote an interest in and a responsible attitude towards housing standards in the greater Portland region, to improve landlord/tenant relations, to encourage high business standards and fair treatment of the public, to provide better and expanded services for both landlords and tenants through cooperative and other joint action and to awaken the community to the landowner's interest in the welfare of the general public, to educate and lobby the general public, the legislature of the state of Maine, the various bodies and agencies of the State of Maine, and local and county governmental bodies; and to seek solutions to mutual problems of its members and the Greater Portland community and surrounding communities through the exchange of information and ideas.

**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 © (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.

**MEMBERSHIP:** There shall be two classes of membership:

***A REGULAR MEMBER*** – MUST OWN AND OR MANAGE ONE OR MORE RENTAL UNITS. 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.

***A VENDOR MEMBER*** – can be any individual, agency, partnership, or company who supplies industry related goods and/or services for the rental income property business or related fields. A vendor member would not normally own and or manage any residential or commercial income real estate. A vendor member will not have any voting rights and cannot, except in an ex officio position, serve on the Board of Directors.

**ANNUAL MEETING:** The annual meeting of the Corporation will be held on the third Tuesday in June, unless changed by the general membership.

**BYLAWS**

**MEMBERSHIP:** The membership of the Corporation shall be individuals, organizations, associations, firms, and Corporations who are eligible under the certificate of organization as may be elected to the membership in the Corporation from time to time by the Board of Directors in the manner hereinafter provided. The Board of Directors may elect such persons as may apply for membership in the Corporation at any time by a majority vote of a quorum present. Members of the Corporation, once elected, may remain members until they become ineligible under the certificate of the organization, resignation, or removal. A member of the Corporation may resign at any time by delivering an instrument in writing to any officer of the Corporation. A member of the Corporation may be removed from

membership in the Corporation by a majority vote of the whole Board of Directors, for cause, provided that the member has been afforded at least ten day written notice that such action is contemplated. Further, any regular member or vendor 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. A member maintains his/her membership status until the end of the current fiscal year. The membership information shall be kept confidential and not be given out unless expressly authorized by individual members.

**BOARD OF DIRECTORS:** The Board of Directors shall be elected at the annual meeting by the majority of the voting members of the Corporation present at the annual meeting. The elected members of the Board of Directors will be set up as outlined in the certificate of operation and will serve a two year term or until their successors shall be duly chosen and qualified. A Board member maintains his/her membership status until the end of the current fiscal year.

Vacancies existing in the Board of Directors may be filled by a majority vote of the remaining members of the Board of Directors at any time. Any director may resign by written note of resignation delivered to the President of the Corporation. Any director can be removed for cause, by a two-thirds vote of the whole Board of Directors, provided that Board member was afforded at least ten days written notice that such an action is contemplated.

**OFFICERS OF THE CORPORATION:** The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The officers must be regular members of the Corporation in good standing to serve as officers. 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. No officer shall serve more than three consecutive terms in the same office. Any officer may resign by written resignation delivered to the President or any Board of Directors, and may be removed from office, with or without cause, by a two-thirds vote of the whole Board of Directors. Vacancies existing for any cause in any office may be filled by the Board of Directors at any time.

**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/she may be present.

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

**SECRETARY:** The Secretary or its designee must attend all meetings of the Corporation and 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 see that proper notice is given of all meetings and carry out administrative work as instructed by the Board.

**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 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.

**CLERK:** The Clerk, (a non-voting member of the Board), shall keep in a book for that purpose, the records of all shareholders' meetings.

**MANAGEMENT OF THE CORPORATION:** All powers of the Corporation and the government and management of its affairs, except those reserved to its members by law or by the by-laws, shall be vested in a managing Board of Directors. This Board is to consist of the elected officers of the Corporation, ~~one~~ "at-large" positions, ~~a large owner (an owner and/or manager of 50 or more units) an intermediate owner~~

~~(an owner and/or manager of 10-49 units, a small owner (an owner and/or manager of less than 10 units), a property manager (a manager with no ownership interest) and two MAOMA representatives. \*Board members can participate regardless of # of units owned and accepted on experience and willingness to serve.~~ All members of the Board must be current in their dues and must be full regular members of the Corporation to serve as a Board member. Ex officio members may be appointed from time to time from any member group, provided they serve within the scope of their membership. The makeup of this Board maybe changed at anytime by a vote of six members either present or by proxy.

**MEETINGS OF THE BOARD OF DIRECTORS:** 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 may deem necessary.

Special meeting of the Board of Directors may be called and held on the order of the President or any two Board members, provided written notice has been given to the Secretary and henceforth the Secretary has given actual notice, at least two days prior to meeting to the remaining Board members. Notice of said meeting must specify the business to be conducted. If any Board member objects, the quorum for this meeting will be raised to six. No notice of the annual meeting or regular meeting of the Board of Directors shall be a requisite to its validity.

Emergency Meetings of the Board of Directors may be called and held by the President or any two Board members 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.

Waiver of Notice – any Director or Corporation member may in writing, waive his/her right to formal or actual notice of any meeting.

A Board of Directors Quorum – One-third of the 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 can be present.

Meeting of the members – The annual meeting of the members of the Corporation will be held on the third Tuesday in June of each year for the election of officers, the election of the Board of Directors, and for any other purpose as may come before the meeting. No notice of the annual meeting is necessary. The Board of Directors may call regular meetings of the members of the Corporation. The Secretary will provide written notice of these meetings to the membership. Generally these meetings will be held on the third Tuesday of the month from September to June. The presence of fifteen voting members of the Corporation shall constitute a quorum for the transaction of business by the members of the Corporation. If a quorum is not met, the meeting may take adjournment by a majority vote of members present.

Proxy Votes – A member of the Corporation may vote in person or by proxy at any meeting, presuming the proxy agent is a member of the Corporation in good standing. A Board member may vote by proxy, in writing to be cast by the Secretary.

The Fiscal Year – The fiscal year of the Corporation shall be for the twelve-month period ending on August 31<sup>st</sup> of each year.

Committees – The President may appoint special committees from time to time as are deemed necessary.

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/her acts or failure to act

under these by-laws, except only those acts or omissions to the act arising out of his/her willful misfeasance and malfeasance and/or negligence.

Amendments – Amendments, alterations, additions, deletions, and other such changes to these by-laws may be made by a majority vote of those 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 its Board of Directors, where a quorum is met, changes may be made, providing the proposed changes were outlined in the notice of the meeting.

By-laws revised and submitted for approval at the annual meeting, June 17, 2008. Voted on at the October 21, 2008 meeting.

**\*November 2010's meeting, members voted and accepted a change to the by-laws. Previously board member positions were categorized by the number of units they owned. Now board members can participate regardless of # of units owned and accepted on experience and willingness to serve.**