

**BY-LAWS OF BERKSHIRE COMMUNITY HOUSING TRUST
A NOT-FOR-PROFIT CORPORATION**

ARTICLE I ORGANIZATION

The name of the organization shall be:

BERKSHIRE COMMUNITY HOUSING TRUST, Inc. (BCHT)

ARTICLE II PURPOSES

This Corporation has been formed for the following purposes:

The Corporation is organized exclusively for non-business, charitable and civic purposes, which include:

- Establish and maintain a regional housing fund that will support the following activities in the Berkshire region:
 - Provide funding to increase affordable housing opportunities, including construction of new housing, acquisition of existing housing, and acquisition of land for housing.
 - Develop the capacity of organizations in the region to provide affordable housing.
 - Collaborate with local governments and other organizations to develop affordable housing that is consistent with open space and neighborhood preservation.
 - Conduct outreach, education, research, and provide technical assistance related to addressing the need for affordable housing.
- To primarily serve extremely low-income, very low-income, and low and moderate-income households and individuals.
- The BCHT service area shall be Berkshire County and contiguous municipalities.

ARTICLE III MEMBERS

Members of BCHT shall consist of any person, household, organization, business or agency interested in supporting the stated mission and activities of this organization who have met the qualifications for membership as established by the Board of Directors.

ARTICLE IV MEMBERSHIP MEETINGS

There shall be an annual meeting of BCHT members each calendar year.

1. Notice of the annual meeting and of any other special meetings shall be made to all BCHT member by telephone, e-mail, or mail service at least ten (10) business days prior to such meeting; unless such notice is waived by the person entitled thereto.

2. Special meetings of BCHT membership may be called by the Board of Directors or thirty percent (30%) of all BCHT members by petition to the Board of Directors.

3. Meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE V BOARD OF DIRECTORS

The business of BCHT shall be managed by a Board of Directors consisting of no less than nine (9) persons and no more than fifteen (15) persons, including the officers of BCHT. At least a majority of the directors elected shall be residents of the Massachusetts Commonwealth and citizens of the United States.

1. At all meetings of the board of directors, a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business and any other action of the board. All actions or motions shall be formally recorded in the meeting minutes.

2. Board Composition:

At least two (2) Directors shall be nominated and elected by the BCHT members at the annual membership meeting.

At least one-third (1/3) of the members of the Directors shall consist of residents of low income neighborhoods, other low-income residents of the community, or elected representatives of low-income neighborhood organizations.

Not more than one-third (1/3) of the BCHT Board of Directors shall be representatives of the public sector.

The Board of Directors will, to the extent possible, comprise representatives from:

- Affordable housing development organizations;
- Land conservation organizations;
- Local government;
- Real estate industry;
- Bank/finance industry;
- Agricultural/forestry industry;
- Business representative other than those above;

- Affordable housing residents, and;
- Regional housing organizations.

A Director may represent more than one of the above categories.

3. Directors, not elected from the membership, shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting of the board. No Director shall vote for his/her own election.

4. Directors shall serve for a term of three (3) years each, but shall be so elected that approximately one-third (1/3) are elected each year. The interim Board of Directors' terms shall be staggered so that one-third (1/3) shall have a one year term, one-third shall have a two year term, and one-third shall have a three year term.

5. Directors shall serve no more than three consecutive terms. A Director who has been required to leave the Board as a result of this rule may be elected again to the Board after a year's absence.

6. Should a director die, resign, or be removed, the board may elect a Director to serve for the duration of the unexpired term.

If a BCHT Member elected director dies, resigns, is removed, the BCHT Members may hold a special election to fill the vacancy.

The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

7. A director may be removed from office by an affirmative vote of two-thirds (2/3) of the Board.

The Board of Directors shall only act in the name of the organization when it shall be regularly convened by its President after due notice to all the directors of such meeting. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Each director shall have one vote and such voting may not be done by proxy.

ARTICLE VI OFFICERS

The initial officers of the organization shall be as follows:

President: _____.

Vice President: _____.

Secretary: _____.

Treasurer: _____.

The officers of the corporation shall be the president, a vice president, a secretary, a treasurer, and such other officers as the board of directors may determine, and the officers shall be elected by affirmative vote of a majority of the board present at a duly held meeting. They shall serve terms of officer for one (1) year.

1. Any officer may be removed, with or without cause, by an affirmative vote of a majority of the directors present at a duly held meeting of the board of directors for which notice stating such purpose has been given in advance of the meeting.

2. A vacancy in an office because of death, resignation, or removal may be filled by the board of directors.

3. The president shall preside at all meetings of the board of directors and of the membership and shall oversee the long-term goals and strategies of the corporation. He or she shall serve as the liaison between the board and the staff and shall perform such other duties as may be determined by the board of directors.

The vice president shall perform such duties as may be determined by the board of directors. The vice president shall be vested with all powers of and perform all duties of the president in the president's absence or inability, as established by the board of directors, but only so long as such state or condition prevails.

The secretary shall, with staff assistance, attend all meetings of the board of directors and any committees as directed thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the board of directors.

The treasure shall manage and account for the corporation's financial resources and assets. The treasurer shall perform other such duties as may be determined by the board of directors.

ARTICLE VII COMPENSATION

The Board of Directors shall serve without compensation. The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE VIII COMMITTEES

The Board of Directors shall appoint all committees of this organization by. The term of office for such committees shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

The permanent committees shall be:

- Education & Outreach;

- Executive
- Finance & Budget
- Fund Raising
- Nominating
- Project Review

ARTICLE IX DUES

The amount and date for payment of dues of this organization shall be initially set by the Board of Directors. Any subsequent change to the dues shall be effective upon an affirmative vote of not less than two-thirds (2/3) vote of the then current board of directors of the organization. At this time, no BCHT dues are required, except as they pertain the BCHT Members Article III.

ARTICLE X AMENDMENTS

Any amendments to these By-Laws shall be accomplished by an affirmative vote of not less than two-thirds of the then current board of directors of the organization.

Adopted: DATE, 2006

Filed By: _____
(_____, Interim Board Secretary)