

## Co-op Coalition Survey: Board Elections, Terms, & Limits (10-2023)

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**Sent:** Monday, October 16, 2023 at 10:50:35 AM EDT

**Subject:** CO-OP SURVEY - BOARD ELECTIONS, TERMS, & LIMITS (REP) (DUE 10/27)

A Coalition member wants to know about Board Elections, Terms, & Limits. Please reply by Friday, October 27, 2023.

Thanks in advance for helping another Coalition member. The questions follow:

We are considering changes to our Bylaws, specifically in the areas of Board terms and term limits; and officer elections and roles. We'd like to understand how other DC Coops address these areas in their bylaws. Please provide answers to the following questions, and/or provide the actual text from your Bylaws.

1. How many Board members do you have, and how long are Board terms?
2. How soon do new directors take office after election results are announced?
3. Do you have term limits? If so, what are they?
4. Do you have provisions in case of a tie vote? If so, what are they?
5. Do you have residency requirements? If so, what are they?
6. What provisions do you have for removal of Board members?
7. Do you allow Board members to hold more than one office? If yes, which offices?
8. Do you require officers to be elected members of the Board

Best regards,

Janet Sten, Director

DC Cooperative Housing Coalition

[www.CoopsDC.org](http://www.CoopsDC.org)

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<p>&lt;30 units</p>	<ol style="list-style-type: none"> <li>1. How many Board members do you have, and how long are Board terms? <b>4 board members; board terms are three years</b></li> <li>2. How soon do new directors take office after election results are announced? <b>Immediately</b></li> <li>3. Do you have term limits? If so, what are they? <b>No term limits but because we are a small cooperative, we encourage folks to stay active.</b></li> <li>4. Do you have provisions in case of a tie vote? If so, what are they? <b>We don't have any provisions in case of a tie.</b></li> <li>5. Do you have residency requirements? If so, what are they? <b>No residency requirements.</b></li> <li>6. What provisions do you have for removal of Board members? <b>Our bylaws provide that a Board member may be removed by the Board of Directors; only a simple majority is needed by the Board of Directors. A Board of Director member may be removed by 2/3 of the membership and must be given at least 15 days notice of a special removal meeting.</b></li> <li>7. Do you allow Board members to hold more than one office? If yes, which offices? <b>Yes except the President cannot be the Secretary and vice-versa.</b></li> <li>8. Do you require officers to be elected members of the Board <b>Yes.</b></li> </ol>
<p>&lt;30 units</p>	<ol style="list-style-type: none"> <li>1. <b>Five-member Board with one-year term; if later, the term ends when a successor is elected.</b></li> <li>2. <b>Term begins immediately after the election results are determined at the annual meeting.</b></li> <li>3. <b>No term limits.</b></li> <li>4. <b>No special provisions for a tie vote.</b></li> <li>5. <b>No residency requirement; the only requirement is that a director be a shareholder.</b></li> <li>6. <b>A Board member may be removed at a special meeting of the shareholders by those holding at least 2/3 of the capital stock.</b></li> <li>7. <b>The Bylaws permit the offices of Secretary and Treasurer to be held by a single person. This is also the case for the offices of Vice-President and Treasurer.</b></li> <li>8. <b>Officers are not required to be members of the Board.</b></li> </ol>

<30 units

1. How many Board members do you have, and how long are Board terms?

**The number of directors which shall constitute the whole Board shall be not less than three nor more than five. Within the limits above specified, the number shall be determined by the members at the annual meeting. Commencing with the annual meeting of the members in 1975 and continuing each year thereafter, two directors shall be elected for a term of two years each. The two nominees receiving the highest number and second highest number of votes shall be elected to the two-year terms.**

**In practice, the Board comprises five directors. Each year, three directors are elected, two to two-year terms and one to a one-year term.**

2. How soon do new directors take office after election results are announced?

**Each director shall be elected to serve until his successor shall be elected and shall qualify.**

**In practice, new directors take office as soon as the annual meeting at which they are elected is adjourned.**

3. Do you have term limits? If so, what are they?

**No.**

4. Do you have provisions in case of a tie vote? If so, what are they?

**In case of a tie vote, the directors elected to the two two-year terms shall be decided by a runoff.**

**In practice, a committee nominates three resident members to the three open director positions each year, the nominees are elected by acclamation at the annual meeting of members, and the newly elected directors decide among themselves which one of them will take the one-year term.**

5. Do you have residency requirements? If so, what are they?

**All directors shall be resident members. Any natural person owning an ownership contract under which the owner is currently entitled to occupancy rights shall be deemed a resident member.**

**The By-Laws require that a director be a "resident member," which means that the member is entitled (has been approved by the Board of Directors for residency) to occupy an apartment, but the By-Laws do not require the member to be residing in the building.**

6. What provisions do you have for removal of Board members?

**Directors may be removed for cause by an affirmative vote of a majority of the members. No director shall continue to serve on the Board if during his term of office his ownership contract shall have been terminated for any reason whatsoever, or if, during such term, his status as a resident member shall be changed to that of an equity member. Any person, firm, or corporation owning a ownership contract without occupancy rights having been granted by the Board of Directors shall be deemed an equity member, who has limited voting rights.**

7. Do you allow Board members to hold more than one office? If yes, which offices?

**Yes. The Board of Directors at its first meeting after each annual meeting of**

	<p>members shall choose a president, and one or more vice-presidents, a secretary, and a treasurer, none of whom, excepting the president, need be a member of the Board. Two or more offices may be held by the same person, except that, if the offices of president and secretary are held by the same person, such person shall not hold any other office.</p> <p>8. Do you require officers to be elected members of the Board?</p> <p><b>No. Although the By-Laws require that the office of president be held by a director, they do not require that the director have been "elected." If the office of any director or directors become vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the remaining directors, though less than a quorum, shall choose a successor or successors, who shall hold office for the unexpired term in respect to which such vacancy occurred. Thus, it is possible for a director to have been <i>chosen</i> by other directors to fill a vacant unexpired term and not <i>elected</i> by the members. Furthermore, the Board may also choose that chosen (not elected) director to serve in another office.</b></p>
30-60 units	<p>1. How many Board members do you have, and how long are Board terms? <b>7 members, 2-yr terms that are renewable for 2 yrs at a time</b></p> <p>2. How soon do new directors take office after election results are announced? <b>Immediately</b></p> <p>3. Do you have term limits? If so, what are they? <b>No term limits</b></p> <p>4. Do you have provisions in case of a tie vote? If so, what are they? <b>We typically only nominate the number of candidates for the number of open positions</b></p> <p>5. Do you have residency requirements? If so, what are they? <b>Must be a stockholder</b></p> <p>6. What provisions do you have for removal of Board members? <b>Any one or more of the Directors may be removed at any time by a vote of the stockholders owning two-thirds of the stock, at any special meeting called for that purpose.</b></p> <p>7. Do you allow Board members to hold more than one office? If yes, which offices? <b>No</b></p> <p>8. Do you require officers to be elected members of the Board? <b>Yes</b></p>
30-60 units	<p>1. How many Board members do you have, and how long are Board terms? <b>Five board members, two-year term</b></p> <p>2. How soon do new directors take office after election results are announced? <b>Board Members terms begin on Jan 1. Elections for board members are held at the annual meeting in November. However, the board members elect among themselves which office to hold: President, Vice-president, Secretary, Treasurer, Member at Large</b></p> <p>3. Do you have term limits? If so, what are they? <b>no term limits</b></p>

	<p>4. Do you have provisions in case of a tie vote? If so, what are they?  <b>This has never been a problem. The bigger problem is that many shareholders are reluctant to join the board.</b></p> <p>5. Do you have residency requirements? If so, what are they?  <b>Board members must be shareholders.</b></p> <p>6. What provisions do you have for removal of Board members?  <b>A Director may be removed with or without cause, by a vote of two-thirds of the members voting at any regular or special meeting, duly called, upon specific written complaint previously filed with the Secretary of the Corporation. The Secretary of the Corporation shall give ten (10) days' notice in writing of the time, place and object of such meeting to the members and to the Director, against whom the complaint is made, said notice to be accompanied by a copy of the complaint. Such Director shall be given an opportunity at said meeting to be heard in person or through counsel and to produce witnesses in regard to the complaint. If a Director be removed under the provisions of this Section, the members shall at the same meeting or at the next regular or a special meeting called for such purpose elect a person to fill the vacancy thus created for the remainder of the unexpired term.</b></p> <p>7. Do you allow Board members to hold more than one office? If yes, which offices?  <b>Board members may only hold one office at a time.</b></p> <p>8. Do you require officers to be elected members of the Board  <b>Yes, they are one and the same.</b></p>
30-60 units	<p>1. How many Board members do you have, and how long are Board terms?  <b>Not less than three and not more than seven. Board term is one year, election at each Annual meeting.</b></p> <p>2. How soon do new directors take office after election results are announced?  <b>Directors take office immediately after election (end of Annual Meeting. However, Officers are chosen by the Board and serve until their successor is chosen. The new Board generally agrees to a brief meeting within a week or so after the Annual Meeting to get organized.</b></p> <p>3. Do you have term limits? If so, what are they?  <b>We do not have any term limits; we are pleased that shareholders are willing to serve.</b></p> <p>4. Do you have provisions in case of a tie vote? If so, what are they?  <b>No provision. In my experience, one candidate will choose to withdraw.</b></p> <p>5. Do you have residency requirements? If so, what are they?  <b>All Directors shall be Resident Members (shareholders with occupancy rights)</b></p> <p>6. What provisions do you have for removal of Board members?  <b>If the office of any director or directors becomes vacant by reason of death,</b></p>

	<p>resignation, retirement, disqualification, removal from office, or otherwise, a majority of the remaining directors, though less than a quorum, shall choose a successor or successors, who shall hold office for the unexpired term in respect to which such vacancy occurred or until the next election of directors.</p> <p>Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the whole board of directors. If the office of any director becomes vacant for any reason, the vacancy shall be filled by the board of directors.</p> <p>7. Do you allow Board members to hold more than one office? If yes, which offices?</p> <p><b>Two or more offices may be held by the same person, except that where the offices of President and Secretary are held by the same person, such person shall hold no other office.</b></p> <p>8. Do you require officers to be elected members of the Board</p> <p>The board of directors at its first meeting after each annual meeting shall choose a president, and one or more vice-presidents, a secretary and a treasurer, none of whom, excepting the president, need be a member of the board.</p>
30-60 units	<p><b>1. We have 5 members and terms are two years. The offices are President, Vice President, Secretary, Treasurer and Member-at-Large.</b></p> <p><b>2. Directors take over at the organizational meeting, which the Bylaws require to take place within 5 days of the election.</b></p> <p><b>3. We do not have term limits.</b></p> <p><b>4. We do not have provisions in case of a tie vote.</b></p> <p><b>5. We do not have residency requirements.</b></p> <p><b>6. A petition can be filed by members to remove a director. The Board may then ask the director to resign at its discretion. If the director refuses, a vote of 2/3 of the membership present at a subsequent hearing is sufficient to remove the director.</b></p> <p><b>7. Board members may hold only one office. After each election, the directors decide amongst themselves who will fill each of the five specific officer roles.</b></p> <p><b>8. Officers and elected members of the Board are the same.</b></p>
30-60 units	<p>1. How many Board members do you have, and how long are Board terms? <b>Seven board members divided into 4 even-year and 3 odd-year terms of two years.</b></p> <p>2. How soon do new directors take office after election results are announced? <b>Instantly. The new board meets immediately after our Annual Meeting at which directors have been elected.</b></p> <p>3. Do you have term limits? If so, what are they? <b>No term limits.</b></p> <p>4. Do you have provisions in case of a tie vote? If so, what are they? <b>No provision for tie votes.</b></p>

	<p>5. Do you have residency requirements? If so, what are they?  <b>Yes, a director must be a stockholder and "actual occupant of an apartment in the building."</b></p> <p>6. What provisions do you have for removal of Board members?  <b>One-third of our stockholders may request a special meeting for the specific purpose of removing a board member. At that special meeting, the board member may be removed by a vote of 2/3rds of the stockholders at said meeting.</b></p> <p>7. Do you allow Board members to hold more than one office? If yes, which offices?  <b>Yes, in one rare case we have allowed the Vice President to also be Secretary. We have no Bylaw provision controlling multiple office holders.</b></p> <p>8. Do you require officers to be elected members of the Board  <b>Yes. Our Bylaws state: Immediately after each annual meeting of the stockholders, the Board of Directors shall elect a President, Vice-President, Secretary and Treasurer from among themselves. They shall hold their offices until their successors are chosen. They, or any one of them, may be removed at any time by a vote of two-thirds of the Directors, exclusive of the officer voted upon. The officers shall serve without compensation.</b></p>
<p>30-60 units</p>	<p>1. How many Board members do you have, and how long are Board terms?  <b>Seven. Three years (3 years)</b></p> <p>2. How soon do new directors take office after election results are announced?  <b>Same Day a meeting is held following the annual meeting for transition and announcement of officers.</b></p> <p>3. Do you have term limits? If so, what are they?  <b>Two and then a year break before they run again.</b></p> <p>4. Do you have provisions in case of a tie vote? If so, what are they?  <b>The election shall be determined by a lot drawn by the presiding officer.</b></p> <p>5. Do you have residency requirements? If so, what are they?  <b>None</b></p> <p>6. What provisions do you have for removal of Board members?  <b>The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officers elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors then provided for in these By-Laws. If the office of any officer becomes vacant for any reason, the Board of Directors shall fill the vacancy.</b></p>

	<p>7. Do you allow Board members to hold more than one office? If yes, which offices?</p> <p><b>No</b></p> <p>8. Do you require officers to be elected members of the Board-</p> <p><b>Yes</b></p>
100-150 units	<p>1. How many Board members do you have, and how long are Board terms?</p> <p><b>(b) The number of directors shall be seven. The directors shall be elected to staggered 3-year terms, with 3 terms expiring in the first year of each 3-year cycle, 2 terms expiring in the second year of each 3-year cycle, and two (2) terms expiring in the third year of each 3-year cycle. Each director's term shall expire upon the convening of the first meeting of the Board of Directors following the election of his successor.</b></p> <p>2. How soon do new directors take office after election results are announced?</p> <p><b>(iv) The Nominating and Election Committee will also be responsible for all aspects of the conduct of the election. The Committee will work with the corporate secretary to oversee preparation of proxy forms and ballots, and the Committee will select three owners to count the votes. The complete results will be announced as soon as they are tallied. The Committee will be responsible for resolving questions concerning election procedures fairly and in accordance with these bylaws.</b></p> <p><b>23. Within ten (10) days of the Annual Meeting, the newly elected board members and the members who will continue on the Board will hold an organization meeting to elect officers.</b></p> <p>3. Do you have term limits?</p> <p><b>Yes</b></p> <p><b>(d) In no instance shall a board member be nominated nor shall he/she be eligible to accept office as a director of the corporation for a term following the completion of any term as a director of longer duration than two years unless and until at least a year has elapsed since his service as a director.</b></p> <p>4. Do you have provisions in case of a tie vote? <b>No</b> If so, what are they?</p> <p>5. Do you have residency requirements? <b>No</b> If so, what are they?</p> <p>6. What provisions do you have for removal of Board members?</p> <p><b>17. Directors may be removed with or without cause by an affirmative vote of members having a majority of the votes cast in person or by proxy at a meeting at which a quorum is present. No director shall continue to serve on the board if during his term of office his ownership contract shall be terminated for any reason whatsoever, or if such director becomes more than ninety days delinquent in payment of any amount owed to the corporation during such director's term of office.</b></p> <p>7. Do you allow Board members to hold more than one office? If yes, which offices?</p>



	<p>30. Two or more offices may not be held by the same person.</p> <p>8. Do you require officers to be elected members of the Board</p> <p>31. The board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board, and such other officers need not be members of the board.</p> <p>32. The officers of the corporation shall hold office until their successors are chosen by the board. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the whole board of directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the board of directors.</p>
100-150 units	<p>1. How many Board members do you have, and how long are Board terms?</p> <p><b>9 members; 3 year terms</b></p> <p>2. How soon do new directors take office after election results are announced?</p> <p><b>Immediately</b></p> <p>3. Do you have term limits? If so, what are they? <b>No</b></p> <p>4. Do you have provisions in case of a tie vote? If so, what are they? <b>No</b></p> <p>5. Do you have residency requirements? If so, what are they? <b>No</b></p> <p>6. What provisions do you have for removal of Board members? From the Bylaws:</p> <p><b>29. Removal.</b> Any officer may be removed, either with or without cause, and a successor appointed for the unexpired portion of such officer's term, by the President or by the Board of Directors, except that the officers and agents appointed in accordance with provisions of By-Law No. 36 may be removed, either with or without cause, also by any superior officer or by an agent upon whom such power shall have been conferred by the Board of Directors.</p> <p><b>36. Subordinate Officers and Agents.</b> The Board of Directors may from time to time appoint such other officers and agents as it may deem necessary or advisable, to hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authorities and duties.</p> <p>7. Do you allow Board members to hold more than one office? If yes, which offices? <b>No</b></p> <p>8. Do you require officers to be elected members of the Board. <b>No</b></p>