

Operating Procedures of Board of Directors of COUCH

Updated September 3rd, 2007

Per the COUCH Bylaws, Operating Procedures are defined as any policy related to Section 3.4 or Section 3.8, which state:

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 7.21 of these Bylaws.

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."

OP 1. NEW HOUSES

OP 1.1 Core Groups

A core group shall be defined as 3 or more persons interested in forming a new co-op. The COUCH Board shall solicit written proposals from a core group (or groups) when forming new houses. These proposals shall describe the group's vision and plans for the new co-op, list future work to be done, and indicate their intention to sign a membership contract. The COUCH Board shall then approve or reject the core group, or select from competing core groups if applicable.

OP 1.2 COUCH's responsibilities to new co-ops (April 9, 2000):

During the first year of the co-op, COUCH will:

- a) be responsible for getting together a core group making sure the house is filled.
- b) draw up house rules of operation, to be modified by house members once they are recruited.

OP 1.3 Rights of unborn houses (March 31, 2001):

People who have signed contracts with co-ops that have not yet opened, and have paid the membership fee and deposit, shall be considered COUCH members.

OP 1.4 New associate houses (Jan 23, 2000):

COUCH will take into account, as a primary consideration, a house's adherence to the Rochdale Principles, in deciding whether that house becomes an associate house of COUCH.

OP 2. BOARD MEETINGS

OP 2.1 Meeting Procedures (April 4, 1999):

The Board shall defer to Robert's Rules of Order (Revised) as specified in the by-laws.

OP 2.2 Meeting Time/Place (Feb. 4, 2001):

The Board shall rotate meeting locations among affiliated houses alphabetically to the extent possible. Meeting times may be set by the Board.

OP 2.3 Meeting Minutes (April 9, 2000):

The Secretary of COUCH shall ensure that hard copies of Board meeting minutes are kept and are brought to each Board meeting, and that electronic copies of minutes are stored in the virtual office.

OP 2.4 Board Attendance (March 26, 2004):

Board members are expected to attend all Board meetings. In the event that a Board member is unable to attend a meeting, s/he shall notify the Board at least twenty-four hours in advance. Unexplained absences shall be reported to the absent Board member's house.

OP 3. OMITTED (October 6th, 2002)

OP 4. COUCH MEMBER HOUSES

OP 4.1 COUCH houses and membership (informal July 28, 2001):

As mostly autonomous entities, COUCH member co-ops may make any membership policies and decisions they wish, subject to limitations due to COUCH's tax status (501(c)(7) – Non-profit Social Club) and the state and federal Fair Housing Acts. In particular, membership decisions may not be made on the basis of race, ethnicity, or religion. The COUCH Board encourages openness and diversity, but also practicality, in membership procedures.

OP 4.2 Maintenance reimbursements (January 12, 2003):

Reimbursements for minor maintenance shall be made monthly to COUCH. The COUCH Treasurer shall track minor maintenance expenditures.

OP 5. ANNUAL MEETING PROCEDURES

OP 5.1 Old Business (May 12, 2002)

All old business must be proposed by the COUCH Board, and must be announced in the tentative agenda sent out to the members before the annual meeting.

OP 5.2 New Business

OP 5.2.1 New Business on Approved Agenda (May 12, 2002)

Any new business must be raised by COUCH members, and should be submitted in writing or by email to the Secretary by no later than the COUCH board meeting prior to the annual meeting. All new business items must be approved by a simple majority of the COUCH board before they are added to the final agenda.

OP 5.2.2 Late Additions to New Business (May 12, 2002)

To attempt to add items to the agenda under the new business heading, a member must submit them in writing to the facilitator during the introduction phase of the meeting. The facilitator will read the proposed agenda item aloud. If a simple majority of the membership votes by hand or voice in favor of adding the item, it will be added to the agenda under new business heading, at the end of said list of items.

OP 5.3 Annual Reports

The outgoing President and Treasurer shall prepare written annual reports, and present them to the membership at the annual meeting.

OP 6. PRESIDENTIAL ELECTION PROCEDURES

OP 6.1 Nominations (May 12, 2002)

For annual meetings where a presidential election will occur, there will be a period of nominations prior to the meeting. Candidates must be nominated by a member of COUCH, and that nomination must be seconded by another member of COUCH. Candidates may nominate themselves. Nominations and seconds must be communicated to the Secretary. The period of nominations will open three (3) weeks before said meeting, and will close one (1) week before said meeting. At this point, the Secretary will draw up ballots consisting of all nominated candidates, and one slot for a write-in candidate.

OP 6.1.1 Membership Requirement for Nominees (May 12, 2002)

Both nominated and write-in candidates must be members in good standing of COUCH at the time of the annual meeting.

OP 6.2 Campaigning

OP 6.2.1 Campaigning by Nominated Candidates (May 12, 2002)

Nominated candidates may campaign via any means of communication prior to the meeting; however, all campaigning by nominated candidates not addressed below must cease inside the location of the Annual meeting. During the election phase of the meeting, the nominated candidates will be allowed to make a speech of no more than five (5) minutes. Each speech will be followed by a question-and-answer session lasting no more than five (5) minutes, wherein the members present at the meeting may address questions to the candidates.

OP 6.2.2 Campaigning by Write-In Candidates (May 12, 2002)

Write-in candidates may campaign via any means of communication prior to the meeting; however, all campaigning by write-in candidates must cease inside the location of the annual meeting. Write-in candidates will not be allowed to make a speech on their own behalf, nor can a member make a speech on their behalf.

OP 6.3 Election Procedure

OP 6.3.1 Normal Election (May 12, 2002)

After the speeches and question-and-answer sessions, the members present will vote by ballot. The facilitator will collect, count, and double check the ballots. As per section 5.2 of the bylaws, the President will be elected by a simple majority of the members present.

OP 6.3.2 Run-Off Election (May 12, 2002)

In the event of a tie or lack of majority, there will be a run-off election between the two candidates receiving the most votes in the normal election. Each candidate involved in the run-off election may make a speech of no more than three (3) minutes; alternatively, the candidate may defer to another COUCH member to make a three(3)-minute speech in their favor. After the speeches, the members present will vote by ballot. The facilitator will collect, count, and double check the ballots. As per section 5.2 of the bylaw, the president will be elected by a simple majority of the members present. In the event of a tie in the run-off election, one more run-off election will be held. In the event that there is a tie in this election, the election will be decided by a

coin toss.

OP 7. The COUCH Board

OP 7.1 Code of Conduct

Members of the COUCH Board shall be required to sign the COUCH Code of Conduct.

OP 7.2 Committees

The COUCH Board may create standing and ad-hoc committees as necessary. Standing committees shall be:

OP 7.2.1 Executive Committee

The Executive Committee shall consist of the President, Vice-President(s), Treasurer, Recording Secretary, and Executive Director, if one is appointed. The Executive Committee may meet as necessary to organize agendas for Board, Annual, and Special meetings.

OP 7.2.2 Finance Committee (October 6th, 2002)

The Finance Committee shall consist of the COUCH Treasurer, the Treasurers of all member co-ops, the Vice-President for NASCO Properties, and the Executive Director, if one is appointed. The Finance Committee shall meet quarterly to review procedures, before the annual meeting to propose the next years' budget, and after the close of the fiscal year to close the books.

OP 7.2.3 Outreach Committee

The Outreach Committee shall consist of the Vice President of Outreach, the Membership Coordinators of all member co-ops, and other interested parties. The Outreach Committee shall meet as needed to coordinate advertising and other outreach.

OP 7.2.4 Maintenance Committee (October 6th, 2002)

The Maintenance Committee shall consist of the Vice-President for NASCO Properties, Treasurer, and Executive Director (if appointed) of COUCH, plus the Maintenance Coordinators of all co-ops whose property is managed by COUCH (including NASCO Properties houses). The Maintenance Committee shall meet as needed to oversee maintenance and propose maintenance expenditures.

OP 7.2.4.1 Maintenance Committee Powers (August 18th, 2002)

All major maintenance expenditures must be approved by the maintenance committee.

OP 7.3 Vice-Presidents (October 6th, 2002)

The following Vice-Presidents have been created by the Board:

OP 7.3.1 Vice-President of Outreach

The Vice-President of Outreach chairs the Outreach Committee and is responsible for coordinating the advertising, community development, and related outreach activities of COUCH.

OP 7.3.2 Vice President of Technology

The Vice-President of Technology is responsible for the maintenance and development of the internal and external technology used by COUCH, such as computers, mailing lists, websites, etc.

OP 7.3.3 Vice-President for NASCO Properties

The Vice-President for NASCO Properties shall represent COUCH on the NASCO Properties board. The Vice-President for NASCO Properties must attend the Finance and Maintenance committees. The Vice-President of NASCO Properties must reside in a house owned by NASCO Properties.

OP 7.4 Committee Chairs (September 3rd, 2007)

The following Committee Chairs have been created by the Board:

OP 7.4.1 COUCH Maintenance Coordinator

The COUCH Maintenance Coordinator is appointed by the BOARD and chairs the Maintenance Committee, and as such shall facilitate Maintenance Committee meetings and hold them as needed. The COUCH Maintenance Coordinator shall act as a contact for the city of Urbana, shall obtain maintenance reimbursements from NASCO Properties, shall keep a list of tools, maintenance problems, and contractors, and shall provide updates on every House's maintenance condition during COUCH Board meetings to those in attendance at the Board meetings and to Maintenance Committee Meeting attendees during Maintenance committee meetings. The COUCH Maintenance Coordinator is encouraged to attend Board meetings.