

CHAPTER 1: BOARD AND OFFICERS

1.1 THE BOARD OF DIRECTORS

1.1.1 RESPONSIBILITIES:

The Board shall exercise all the responsibilities of the Bylaws. All general policies enacted by the Board shall be considered Standing Rules. Board responsibilities shall specifically include:

- A. Planning the development of the ICC
- B. Considering any other concerns or operational difficulties that may arise
- C. Submission of a report of its activities, plans, and general concerns in the annual report.
- D. Holding title to all real and chattel property of the Corporation and member houses. The proceeds from the sale of any property because it was deemed that rehabilitation was not feasible shall go into the Development Fund. (54-08)
- E. Payment of all mortgages, land contracts taxes and insurance on the properties of the corporation.

1.1.2 POWERS AND LIMITATIONS

1.1.2.1 The powers of the board are as delegated to it by the members through the Bylaws. They include:

- A. Conducting research, including surveying the membership regarding issues before the Board and/or surveying membership satisfaction;
- B. Reviewing Bylaws and Standing Rules to bring procedure in line with practice;
- C. Restructuring proposals to make the organization more effective; and
- D. Studying student co-ops on other campuses to incorporate new organizational procedures and services within the ICC.
- E. To approve a yearly budget for the next fiscal year and supervise the administration of the budget, ensuring that no more than 10% of any budget line item less than \$5,000 and no more than 5% over any budget line items greater or equal to \$5,000 is spent without board's approval. Individual committee budgets shall be treated as one line item. (32/92)

1.1.2.2 The Board is limited in the exercise of its powers as follows: (10/92)

- A. It shall enact no policy which wrongfully disadvantages any group based on race, gender, religion, political belief, sexual orientation, national origin, economic status, age, veteran status or physical or mental disability; and

- B. It shall enact no policy contrary to the Bylaws, articles of incorporation or relevant legal statutes.

1.1.3 THEMING, NAMING, AND RENAMING OF HOUSES: The board interprets Bylaw 3.2 as giving the board the power to theme, name, and/or Rename a house.

- A. A house can be themed by the Board when:
 - 1. The house is newly purchased;
 - 2. It is requested by the membership of the house;
 - 3. Initiated by the board or a committee and there is consent of the house.
- B. A house can be named when:
 - 1. The house is first purchased.
- C. A house can be renamed when:
 - 1. It is requested by the membership of the house;
 - 2. Initiated by the board or a committee, and there is consent of the house.

1.1.4 EMERGENCY OPERATIONS CLAUSE: if a house is under EHOT, and re-naming or re-theming is being discussed, the following procedure must be followed:

- A. An Ad hoc board committee shall be formed with no less than 3 board members and 2 non-board members of the house being discussed. These house members shall be nominated and elected by the house and approved by EHOT. The Ad hoc committee shall not exceed 6 people total.
- B. The purpose of this Ad hoc committee shall be to work along side EHOT and the house to research history and current issues to provide the Board with a balanced perspective and recommendation. Information collected by this Ad hoc committee should also pertain to any legal restrictions the Board may have within any particular situation.
- C. At the enactment of this Ad hoc committee, the Board shall set a deadline for the committee to be prepared to present their recommendation. This deadline should keep in mind contract dates and signing times.
- D. The Ad hoc committee shall report regularly to the Board to report progress and provide information.

1.1.5 PLANNING (4/04)

1.1.5.1 The Coordinating Committee shall create an updated Long Range Plan each year during the spring/summer. The plan will cover 3-5 years into the future. The plan will include the following elements: vision, mission, goals for each area of operations (i.e., Education, Membership, Maintenance, etc.), and explanatory notes.

1.1.5.2 The Coordinating Committee will present the updated Long Range Plan to the Board of Directors in September of each year. The Board will approve the plan no later than October 31 of each year.

1.1.5.3 The Coordinating Committee will lead the Board of Directors in creating an Annual Plan for the upcoming year by June 30 of each year. The plan will consist of goals and objectives for each area (i.e., Education,

Membership, Maintenance, etc.). This plan will be reviewed and, if needed, revised in September/October of each year. Progress on plans will be evaluated in January of each year, and in creating the following year's plan.

1.1.5.4 Staff input will be solicited throughout the planning process.

1.1.6 BOARD MANUAL: All resolutions of the Board of Directors on Goals for the ICC, Roles and Responsibilities of the Board of Directors, Specifics of Process of the Board, Yearly Board Reports of the Board, Staff Goals of the ICC, and staff duties shall be incorporated in a Board Manual to be kept up-to-date by the General Manager.

1.1.7 BOARD MEETINGS:

1.1.7.1 FREQUENCY: Board meetings shall be held approximately every two weeks during the Fall/Winter and not less than every 3 weeks during the Spring/Summer. The date and place of meeting shall be selected as deemed appropriate by the President within these regulations and the directives of the Board.

1.1.7.2 PROCESS: The board shall operate under a system of Kwunsensus (see SR 1.5 below). The Coordinating Committee will screen ideas for changes in the model. (See also Bylaw 3.8) (45/91)

1.1.7.3 QUORUM: A majority of voting members shall constitute quorum. Quorum must be called before calling for consensus.

1.1.7.4 ADVANCE NOTICE: All matters to be voted on by the Board shall be presented in writing to each member at least 24 hours before the voting will occur to allow sufficient time for intelligent discussion. The Board must consent to hear any matter which has not met the 24 hour notice.

1.1.7.5 COMMITTEE REPORTS: In order for the Board to keep tabs on ICC Committee progress, committee chairs are requested to submit a monthly report of their activities and goals to the Board (not necessarily typed, but written neatly). All committee reports to the Board shall be submitted in writing in time to be distributed with the agendas of the meeting at which the committee report is to be presented.

1.1.7.6 MINUTES: The Board minutes shall:

- A. Record a summary of discussion, all calls to reconciliation, votes on reconsideration and strong concerns.
- B. Record all Board members in attendance and all Board members absent.
- C. Be posted in each House and the ICC office in the following Board packet.

1.1.7.7 ATTENDANCE: The Board minutes shall record all Board members in attendance and all Board members absent.

1.1.7.8 POSTING MINUTES: The minutes of the Board meeting shall be posted in each House and the ICC office no more than five days after the date of the meeting.

1.1.7.9 BYLAW INTERPRETATION: For the purposes of interpreting Bylaw 3.114, the board shall consider O'Keeffe, Renaissance and Escher houses to be separate co-ops, all of which shall operate year-round. (52/91) (55/95) (33/96)

1.1.7.10 REQUIREMENTS FOR VOTING BOARD OF DIRECTORS MEMBERS: The Board interprets Bylaw 3.113 to mean that a Board representative cannot vote at a Board meeting unless s/he boards or resides in an ICC-Ann Arbor co-op on the day of that Board meeting. (38-94)

1.1.7.11 BOARD ATTENDANCE:

- A. The Board interprets Bylaw 3.112 to mean that a co-op representative shall be required to have attended one of the previous two meetings, in its entirety (this shall be considered to include any agenda item which requires a decision to be made by the board) in order to be a voting member of the board. (1/96)
- B. If a board member cannot attend a Board meeting, they must:
 - 1. Inform the ICC President at least 24 hours in advance AND
 - 2. Make a good faith efforts to send a representative from his/her house
 - 3. If a representative cannot be found, or fails to show up at the meeting, then the Board member must meet with a member of Coco within a week of the missed meeting to discuss the happenings of the Boards
- C. **FINES:**
 - 1. If the Board member does not contact the ICC President 24 hours in advance, then they shall be fined \$5.00 for every hour of Board meeting missed.
 - 2. If it is the case that no representative from the house attends the board meeting, and no attempt has been made to meet with a member of Coco, then a fine of \$20.00 shall be assessed to the house. The work manager and /or treasurer of the house will be contacted, in case the house sees fit to direct the fine toward any particular house member.

1.1.7.12 LAST MEETING: No proposal of the last meeting of the Fall/Winter term shall be called to reconciliation unless it will be immediately reconciled. Instead, the proposal shall be called to be tabled by the voting board members and brought back to the first meeting of the Spring/Summer term.

1.2 ICC OFFICIAL POSITIONS:

The ICC President, Treasurer, Vice-Presidents, and Recording Secretary shall receive full time off their respective house work schedules. Other ICC officers, committee and sub-

committee chairs, and members of ICC committees may receive such time off their house work schedules as is deemed appropriate by the Coordinating Committee. The descriptions of officers are the duties that must be performed by the Coordinating Committee. These duties may either be carried out by utilizing the following outline developed by the co-op over the past or it may choose to create new descriptions for officers so as to utilize the skills of the individual members in a more efficient manner. All the duties mentioned below must be accounted for. (11/87)(63/97)

1.2.1 COMMITTEE ACCOUNTABILITY: All ICC committee and sub-committee chairs shall issue on a monthly basis (the first of every month) a written account of hours worked by each member of their committee. This account shall include hours spent in meetings as well as hours spent on tasks designated by the committee or sub-committee chair. The Coordinating Committee shall be responsible for combining the accounts of each committee and sub-committee. It shall also be responsible for their distribution to all House Presidents and Work Managers. In addition, at least one copy shall be provided to each House to be posted in a conspicuous location. (60/95)

1.2.2 ICC PRESIDENT:

- A. Is the Chief Executive Officer and should bring to the attention of the Board all matters requiring attention (see Bylaw 4.2).
- B. Shall be responsible for calling meetings of the Board of Directors in accordance with these regulations and the directives of the Board (see Bylaw 4.2).
- C. Shall write an agenda for each regular meeting at least three days prior to the date of the meeting and forward it to the Recording Secretary (Bylaw 5.9).
- D. Chairs the Coordinating (Executive) Committee (see Bylaw 5.9).
- E. Shall, after advice from the Board, cast the ballots of the ICC in all NASCO Board elections.(1/86)
- F. Shall act as liaison to staff and oversee evaluation of the General Manager and staff functions. (11/87)

1.2.3 RECORDING SECRETARY: shall

- A. Distribute copies of the agenda for each Board meeting to all Board members and houses at least two days prior to the date of the meeting.
- B. Distribute copies of the minutes for each Board meeting to all Board members and houses within five days after the date of the meeting.
- C. Bring a copy of the Articles of Incorporation, the Bylaws and the Standing Rules to all meetings of the Board.
- D. Write synopses of minutes for the Cooperator.

1.2.4 VICE-PRESIDENT FOR DEVELOPMENT: shall

- A. Chair the Development Committee,
- B. Sit on the Coordinating Committee,
- C. Make regular reports to the Board

1.2.5 GENERAL MANAGER:

- A. Administers the affairs of the corporation according to adopted procedures and as instructed by the Board (see Bylaw 4.6).
- B. Advises the Board, particularly of its legal responsibilities
- C. Is responsible for all legal transactions in conjunction with the President.
- D. Advises either formally or informally all committees, and Board meetings and shall in no case make or second motions, vote, act as a chair, or call meetings.
- E. Trains and supervises all other staff.
- F. Responsible for ensuring the student nature of the ICC and the ICC's adherence to the Rochdale Principles as stated in the Preamble to the Bylaws, particularly the ICC's political and religious neutrality.
- G. Perform all duties as specified in Chapter 11

1.2.6 VICE-PRESIDENT FOR MEMBERSHIP/RECRUITMENT: shall

- A. Call regular meetings of the membership committee, and prepare agenda with input from the committee members and General Manager.
- B. Chair the meetings, voting only to break ties.
- C. Shall sit on the Coordinating Committee
- D. Make regular reports to the BOD on membership and recruitment issues.
- E. When necessary, assist with routine office duties pertaining to membership and recruitment.
- F. Seek volunteers for membership and recruitment activities.
- G. Serve as a non-voting member of the Board of Directors with full responsibilities.
- H. Receive full work credit.

1.2.7 VICE-PRESIDENT FOR EDUCATION:

- A. Shall chair the Education Committee,
- B. Shall sit on the Coordinating Committee
- C. Shall make regular reports to the Board
- D. Appoint the Cooperator editorial board and the Coop Reporter compiler with the Coordinating Committee's consent. (27/94)

1.2.8 TREASURER:

- A. Shall chair the Finance Committee,
- B. Shall sit on the Coordinating Committee
- C. Shall make regular reports to the Board, and
- D. Prepare reports on long range finances;
- E. Administer the budget and check on spending levels;
- F. Work with other ICC committees as necessary to help them make informed decisions.
- G. Assist the Director of Financial Services in training of house treasurers;
- H. Be responsible with the Finance Committee for establishing and maintaining standard ICC bookkeeping procedures.

1.2.8 VICE-PRESIDENT FOR MAINTENANCE: shall

- A. Chair the Maintenance Committee; sit on the Coordinating Committee and attend board meetings;

- B. Make reports to the board and membership and
- C. Work with Maintenance staff to: develop the maintenance budget, develop and institutionalize preventative maintenance programs, train maintenance managers, revise policy and respond to member concerns. (89/99)(22/99)

1.2.10 VICE-PRESIDENT FOR DIVERSITY: (76/06)

- A. Shall be appointed by the President with the Board's consent
- B. Shall chair the Diversity Committee
- C. Shall sit on and be responsible for the activities of the Diversity Committee
- D. Shall attend Board meetings and Coordinating Committee meetings.
- E. Shall receive full work credit

1.2.11 ICC OMBUDSPERSON: (Replaced by the creation of the DISPUTE ASSISTANCE and RESOLUTION TEAM (DART)(03/2010-2011) SR 2.17)

1.2.12 MICHIGAN STUDENT ASSEMBLY (MSA) EX-OFFICIO REPRESENTATIVE: (39/09)

- A. Shall be appointed by nomination by the President and approved by the Board no later than October 15th of each year.
- B. Shall be given full work credit.
- C. Shall be required to attend at least one MSA meeting per month and give bi-weekly updates to the Coordinating Committee regarding all MSA meetings and their personal progress towards building a relationship between MSA and the ICC.
- D. Shall be required to reach out to and foster connections with at least three MSA committees or commissions in a given term.
- E. Shall give a presentation at the end of the year to the Board of Directors detailing their involvement and the steps taken to form a relationship between MSA and the ICC.
- F. Shall communicate to the general membership monthly regarding opportunities for involvement in MSA committees and commissions that are relevant to the ICC's goals and philosophies.
- G. Shall acquire and maintain extensive knowledge of the operations of the ICC, MSA, and their committees.
- H. Shall network with all ICC Vice-Presidents and make known to them resources and opportunities from MSA to advance their committee's goals.
- I. Shall meet with the General Manager once at the beginning of each academic semester (in accordance with the UM Academic Calendar) to discuss general ICC activity and aspects of the ICC that MSA involvement could enhance.
- J. Shall meet with the MSA Executive Board at the beginning of her/his term to offer the ICC as a resource for MSA and its members and discuss avenues for involvement.
- K. Shall directly notify MSA and its members of public events sponsored by the ICC and its houses, and vice versa.

- L. Shall create an end-of-term memo to brief her/his successor on any and all projects and information pertaining to ICC/MSA relations.
- M. Shall serve no less than one term, defined as October to May.

1.2.13 OTHER BOARD LEVEL COMMITTEE CHAIRS:

- A. Shall chair the committee(s) assigned to them,
- B. Shall sit on the Coordinating Committee,
- C. Shall make regular reports to the Board, and
- D. Perform all duties as specified by the Standing Rules

1.2.14 RESPONSIBILITY IN THE CASE OF ABSENCE OR INABILITY TO

SERVE: If the President is unable to fulfill his/her duties due to resignation, accident, illness, absence from Ann Arbor, death or other reason, an officer shall temporarily assume the duties of the presidency until the president is again able to perform his or her duties or a new president is elected in a special election as provided for in the Bylaws. The officers shall assume these duties in the following order of succession: (52*59/97)

1. VP Membership
2. Treasurer
3. VP Education
4. VP Development
5. VP Maintenance (Unfilled Fall/Winter 2010-2011)
6. VP Diversity
7. VP Recruitment

Officer positions shall automatically be deleted from this list if they are unfilled or no longer exist, and new officer positions shall be added to the bottom of the list in the order that they are created.

1.2.15 ABSENCE OF THE PRESIDENT: For the purposes of interpreting Bylaw 5.8 (temporary President for Spring/Summer term), the temporary ICC President shall serve only until the elected President has returned to Ann Arbor, is ready, and is living or boarding in an ICC house. The elected President must assume full responsibilities by the first day of the Fall contract period. (26/01-02)

1.3 VICE PRESIDENTIAL ELECTIONS: (72/06)

1.3.1 NOMINATIONS: Nominations for the ICC Vice Presidents and Treasurer (Coordinating Committee) shall open during the first Board meeting after the election of the ICC President. This may happen at the same meeting as the acceptance of the results of the election. Coco will publicize the elections through the ICC Reporter and fliers to the houses.

1.3.1.1 Any ICC member may be nominated by any other ICC member. Self-nominations are allowed.

1.3.1.2 If, after the Board meeting, there are still no candidates for a position, all Board members are responsible for nominating suitable candidates.

1.3.1.3 Nominations may be submitted to the Coordinating Committee at any time after the nomination meeting.

1.3.1.4 Each candidate may provide a written statement to be included in the Board packet.

1.3.2 ELECTIONS: Elections shall take place at the Board meeting following nominations.

1.3.2.1 If only one candidate is running, s/he shall be elected by an 85% approval vote of the Board.

1.3.2.2 If more than one candidate is running, the candidate receiving a majority of votes shall be elected. If no candidate receives a majority, the candidate receiving the least votes shall be eliminated and a runoff election shall be held. This process is repeated until someone receives a majority.

1.3.2.3 If the winning candidate cannot serve a full one-year term, the Board may immediately hold an election for the unfilled portion of the term.

1.3.3 RECALL: As allowed by Bylaws 5.3 and 5.5, the Vice Presidents and Treasurer may be recalled by an 85% vote of the Board.

1.3.4 FILLING VACANCIES: If for any reason there is a vacancy on the Coordinating Committee, all Board members are responsible for nominating suitable candidates. Nominations may be submitted to the Coordinating Committee at any time, and an election will be held according to SR 1.3.2 as soon as possible.

1.4 ALCOHOL POLICY (31/98)(7/99)

1.4.1 No ICC or house funds may be used to purchase alcohol.

1.4.2 All members of ICC houses are expected when on ICC property to comply with applicable laws regarding alcohol. These laws prohibit possession or consumption of alcohol by any person under age 21 and prohibit knowingly furnishing or selling alcohol to or knowingly allowing the possession or consumption of alcohol at a social gathering by any person under age 21.

1.4.3 All members of ICC houses are expected when on ICC property to comply with applicable laws regarding the sale, use, possession or consumption of controlled substances.

1.4.4 If the Director of Financial Services believes a house has used ICC or house funds to purchase alcohol, he/she will turn over all applicable information to the Coordinating Committee. That committee shall then conduct an investigation as they see fit. If it is determined that ICC or house funds have been used to purchase alcohol, the house shall be fined \$20 per member. If the house wishes to appeal the decision of the Coordination Committee, they may present their case to the board.

1.4.5 All monies resulting from these fines shall be donated to the Scholarship Fund.
(7/99)

1.4.6 STATEMENT OF CONTINUOUS EDUCATION. The ICC strongly believes that preventative education is a key component to helping members understand and follows laws regarding alcohol purchase and consumption. The education committee shall assume the role of coordinator in these endeavors. More explicitly, the committee shall work on integrating this policy into education programs for house presidents and new members in addition to disseminating information through brochures, the Cooperator and other means whenever possible. (7/99)

1.5 KWUNSENSUS MEETING PROCESS

1.5.1 PROCESS CHART (see attached)

1.5.2 AMENDMENTS

1.5.2.1 FRIENDLY AMENDMENTS:

- A.** At the beginning of the amendment process, the facilitator shall ask if the amendment is friendly. If all voting board members agree that the amendment is friendly, then the amendment is voted upon immediately (by majority vote).
- B.** If any voting Board member finds the amendment unfriendly, then the amendment continues using the Kwunsensus process.

1.5.2.2 TIME LIMITS FOR AMENDMENTS: When an amendment is offered, the board facilitator shall set a time limit for the amendment. Time elapsed during amendment procedure will still be considered time elapsed for the main proposal. (50/95)

1.5.3 APPROVAL PROCEDURE: This process is to be used for the approval of the nominations, and results from a referenda or election, in which no amendment will be proposed. Kwunsensus Process will begin as illustrated in the Kwunsensus process chart with proposal presentation, clarifying questions, and discussion. After discussion has ended, the facilitator shall call for a vote: only voting members of the Board will be allowed to vote. An 85% majority vote will be required for a proposal to be approved. (62/98)

1.5.4 RECONCILIATION:

- 1.5.4.1** A reconciliation committee is called for. The original writers of the proposal and all those calling for reconciliation must be on the committee. Other interested parties may also sit on the committee.
- 1.5.4.2** The committee shall meet and write up a modified version of the proposal for reconsideration by the board. This modified proposal should be submitted to the coordinating committee for the next board meeting or at the latest by the second meeting following initial consideration. If the committee has irreconcilable differences, then the original proposal should be resubmitted. If a modified proposal is not received by the coordinating committee in time for inclusion on the agenda of the second board meeting, then it will be presumed that there were irreconcilable

differences and the original proposal shall appear on the agenda for reconsideration. (22/98)

1.5.4.3 After the call for reconciliation and before the formation of the reconciliation committee, any voting board member may call for the proposal to be brought to the next board meeting. This motion may pass with a 2/3 vote of the board. (22/98)

1.5.4.4 After a proposal has been called to reconciliation, any board member may call for immediate reconciliation, after which the board may vote by a 2/3 majority to have an immediate reconciliation meeting. This procedure should only be used when time constraints require an immediate decision or when following the normal procedure would lead to ineffective consideration of an issue (i.e. a proposal to purchase a house requiring timely action, the last board meeting of the year, etceteras). The board shall break for at least fifteen minutes in which time the reconciliation committee shall meet. Afterwards, the committee shall bring back a modified proposal for immediate reconsideration. If the committee can not agree to a modified proposal, then the original proposal should be resubmitted. (21/98)

1.5.5 RECONSIDERATION: Process is the same as in "consideration" until the part labeled 'any calls to reconciliation?' is reached. At this point a vote shall be taken and directors may vote "yes", "no" or "abstain." If 85% of all voting directors present (if less than twenty voting members, substitute "all but at most two" for 85%) vote 'yes.' the proposal passes; otherwise, it fails. If a director wishes not to vote due to conflict of interest or some other consideration, he/she may be recorded as abstain" Such directors will not be counted as voting directors for the purpose of this rule. (9-95) (18/98)

1.5.6 KWUNSENSUS: Who, What and How

| Action | who can do it | then what? |
|--|---------------------|---|
| write proposal | any member | submit to proposal box or a committee |
| ask questions /discuss | anyone | talk away |
| offer amendment | any board member | majority vote of voting board members needed to amend proposal. |
| Appeal a Decision of the Chair | any board member | majority vote of voting members |
| call to suspend the rules (fm Robert's Rules) | any board member | 2/3 vote of voting board members |
| Motion to close debate (call the question) (fm Robert's Rules) | any board member | 2/3 vote of voting board members |
| call to table (fm Robert's Rules) | any board member | majority vote of voting board members to postpone discussion and vote to next meeting |
| call to reconciliation | voting board member | Caller must sit on reconciliation committee |
| call for immediate reconciliation | voting board member | 2/3 Vote of voting board members |
| sit on reconciliation committee | anyone | at facilitator's discretion, committee may be limited to interested board members |
| call for rejection | any board member | voting board members must consense to reject |
| pass proposal | the board | requires consensus of voting board members during consideration, or 85% vote of all "yes" and "no" during reconsideration |
| strong concern | anyone | write it up, pass to secretary for inclusion in minutes |

The 85% vote during reconsideration can be a little tricky to figure out, so here's a handy dandy chart:

| if this many voting directors are present | this many total 'no' stop the proposal |
|---|--|
| <20 | 3 |
| 20-26 | 4 |
| 27-33 | 5 |
| 34-39 | 6 |
| 40-46 | 7 |
| 47-53 | 8 |
| 53-59 | 9 |