

# BY-LAWS OF THE ZOE BAYLISS COOPERATIVE

Section 1: These by-laws are subject to and limited by the articles of this Cooperative and the provisions of Chapter 185 of the Wisconsin Statutes.

## FISCAL YEAR

Section 2: The fiscal year of the Cooperative shall end June 30<sup>th</sup>.

## MEMBERSHIP

Section 3: Upon entering into a room and board contract for residence at Zoe Bayliss Cooperative and upon payment of the security deposit, prescribed during the period this contract remains in effect until said security deposit is refunded in part or full or cancelled by the Cooperative.

Section 4: The security deposit for resident members referred to in Section 3 of these by-laws will be charged per the residential contract. No security deposit shall be required of non-resident Board members. Upon termination of membership, security deposits or portions thereof shall be subject to refund only as provided in the Room Contract or as the Board of Directors shall authorize consistent therewith.

## MEMBERSHIP MEETINGS

Section 5: A quorum of any cooperative meeting shall consist of a majority of the members of the total of the Cooperative.

Section 6: A majority of the members of the Cooperative shall be binding upon the Board of Directors and the Cooperative, provided such decisions are consistent with these by-laws and the laws of the State of Wisconsin.

## BOARD OF DIRECTORS

Section 7: The Board of Directors shall consist of members as outlined in the constitution.

Section 8: The duties of the Board of Directors shall include the management of the business and affairs of the Cooperative and such other duties as are herein set forth.

Section 9: By-laws may be adopted, amended, or repealed by a majority vote of the Board members present at a meeting, and the Board may make and amend by-laws. Any by-law adopted or amended by the Board shall become effective immediately and shall be reported at the next regular member meeting. Any such by-law shall at any time be subject to amendment or repeal by the members.

## OFFICERS AND EMPLOYEES

Section 10: Elected officers of this cooperative will be a President, Vice-President, Judicial Chair, Social Chair, Secretary, Kitchen Coordinator and Work Coordinator. The appointed officers of this cooperative will be Business Manager and Webmaster.

Section 11: The Board shall have authority to remove any officer or employee at any time. The Board shall have authority to fill officer and employee vacancies. In filling employee vacancies, the Board shall approve a general committee (composed of members of the house and/or the Board) to handle some or all preliminary work in filling the vacancy. Preliminary work is defined as:

- a) soliciting applications
- b) conducting first interviews
- c) recommending candidates to be considered by the board.

A second interview of the recommended candidates must be conducted by a quorum of the Board of Directors. Only after the second interview can the board select a person to fill the employee vacancy. Also, the general committee must submit at least one candidate's name to the Board for a possible second interview if from one to three applications have been received for the position, and at least two names if more than three applications are received.

Section 12: The officers shall have such authority and perform such duties as the Board may determine, not inconsistent with these by-laws or the constitution.

Section 13: The President shall:

- (a) Coordinate the efforts of the officers, employees, members of the Board of Directors, and members of the cooperative.
- (b) Be a member of, prepare agendas, and call and preside at the meetings of each group.
- (c) Ensure that the Cooperative is run efficiently, and also to ensure that the Cooperative is run in a manner which is in the best interests of current and future residents.
- (d) Shall explain at the first house meeting of the year in detail the organization of the Cooperative and the Board, how the Cooperative functions, its financial structure and offices, and any other pertinent information concerning the Cooperative.
- (e) Assist in spring cleaning after the residents have vacated.
- (f) Prepare housing leases.
- (g) Update room handbooks.
- (h) Track meeting and handbook fines.
- (i) Assign house and snow shoveling duties.
- (j) Distribute winter and summer keys.
- (k) Report repairs to University of Wisconsin-Madison Maintenance and determine summer repairs.
- (l) Obtain officer's/cook's keys and address lock changes.
- (m) Co-write the Cooperative's budget with the Business Manager.
- (n) Have no work duty, meal duty, or house duty.
- (o) Along with other officers, receive priority choice for room assignments.

Section 14: The Vice-President shall:

- (a) Recruit new members to the Cooperative.
- (b) Assume executive power in the absence or inability of the Cooperative President concerning her duties as President.
- (c) If a vacancy occurs in the office of the President, assume the office subject to member approval.
- (d) Execute room preference and parking space lottery with the assistance of all other officers.
- (e) Monitor parking lot and maintain parking sign-up sheet.
- (f) Regulate early move-in for residents.
- (g) Have no work duty, meal duty, or house duty.
- (h) Along with other officers, receive priority choice for room assignments.

Section 15: The Judicial Chair shall:

- (a) Monitor use of guest room keys and distribute the keys as needed.
- (b) Be responsible for scheduling and explaining Security Patrol.
- (c) Track Security Patrol fines and guest room rental fees.
- (d) Maintain the laundry room sign-up sheet.
- (e) Have no house duty.

Section 16: The Secretary shall:

- (a) Record all minutes of the Cooperative's meetings.
- (b) Type and post the meetings' minutes within three days.
- (c) Have no house duty.

Section 17: The Kitchen Coordinator shall:

- (a) Assign meal duties at the beginning of each semester.
- (b) Ensure meal and kitchen duties are completed properly and assess fines as necessary.
- (c) Act as a liaison between the cook and the residents.
- (d) Track and assess fees for guest meals.
- (e) Ensure that the health code is followed in the kitchen and dining areas.
- (f) Assist in spring cleaning after residents have vacated.
- (g) Have no work duty, meal duty, or house duty.
- (h) Along with other officers, receive priority choice for room assignments.

Section 18: The Work Coordinator shall:

- (a) Assign work duties at the beginning of each semester.
- (b) Ensure work duties are completed properly and assess fines as necessary.
- (c) Assign and check spring cleaning duties.
- (d) Revise work and spring-cleaning duties.
- (e) Monitor cleaning supply stock and notify cook when re-ordering is necessary.
- (f) Assist in spring-cleaning after residents have vacated.
- (g) Have no work duty, meal duty, or house duty.
- (h) Along with other officers, receive priority choice for room assignments.

Section 19: The Business Manager shall:

- (a) Co-write the Cooperative's budget with the President.
- (b) Be a member of the Board.
- (c) Sum house fines and fees as needed and bill residents for money owed.
- (d) Collect rent.
- (e) Deposit miscellaneous income.
- (f) Keep a record of all receipts and disbursements.
- (g) Consult with the cook regarding the budget.
- (h) Remove money from the laundry machines on a regular basis and deposit it in the Cooperative's bank account.
- (i) Consult with vendors regarding finances.
- (j) Maintain the Cooperative's constitution and by-laws.
- (k) Calculate and distribute end-of-lease fines.
- (l) Serve as a liaison to the Cooperative's accountants and auditors.
- (m) Have no work duty, meal duty, or house duty.
- (n) Along with other officers, receive priority choice for room assignments.

Section 20: The Social Chair shall:

- (a) Be responsible for planning and organizing social activities.
- (b) Have no house duty.

Section 21: The Webmaster shall:

- (a) Maintain the website and social media page(s) with up-to-date information on the Cooperative.
- (b) Update the appearance of the website when necessary.
- (c) Receive written or verbal consent from each woman who will appear in photographs on the Cooperative's website or social media accounts.
- (d) Have no house duty.

## MEETINGS

Section 22: Board meetings shall be held a minimum of once every other month. Notice of time and place of Board meetings shall be given personally, by E-mail, or by mail to each director, representative, and Cooperative resident at least 24 hours in advance of the meeting time. Meetings of the Board of Directors shall be open to the membership, except for cases pertaining to personnel and those portions dealing with disciplinary action, and then at the discretion of the person subject to the action. Any member of the Cooperative may address the Board of Directors, if they notify the chairperson of their intent prior to the meeting or are recognized at the said meeting.

Section 23: General house meetings of the Cooperative shall be held a minimum of once a month. Notice of time and place of Cooperative meetings shall be given personally, by E-mail, or by mail to each director, representative, and Cooperative resident at least four days in advance of the meeting time. Attendance is mandatory for all Cooperative members and optional for Board members. Members may be excused from meetings of the Cooperative only by permission of the President. After the first unexcused absence, members of the Cooperative will be fined for each unexcused absence thereafter.

Section 24: Officer meetings shall be held at least one hour prior to each Cooperative meeting.

Section 25: Special meetings of the Cooperative may be called by the President.

## DISTRIBUTION OF SAVINGS

Section 26: At the close of the fiscal year, the Board shall determine the net proceeds as provided in Section 185.45(1) of the Wisconsin Statutes and shall distribute said net proceeds as follows:

- a) All or any part thereof may be applied at the Board's discretion to losses incurred by the Cooperative in prior years.
- b) Reasonable reserves for necessary purposes may be created.
- c) The remainder shall be distributed and paid to those who were members during the fiscal year in accordance with the ratio which their individual patronage bears to the total during that year, such distribution and payment to be in cash, credits, or certificates of interest, at the discretion of the Board.
- d) Members of the Board of Directors that are not current residents of the Cooperative are not eligible for any refunds or savings.

## AUDITS

Section 27: The books of the Cooperative shall be audited a minimum of every other fiscal year by an independent accounting firm other than the accounting firm that performs the Cooperative's bookkeeping.

# CONSTITUTION OF ZOE BAYLISS COOPERATIVE

## Article I. Name

This organization shall be named Zoe Bayliss Cooperative.

## Article II. Purpose

The purpose of this organization shall be to create an experience in responsible, cooperative living and to encourage academic and personal exploration in a flexible open, and friendly atmosphere.

## Article III. Power

Zoe Bayliss Cooperative shall have the power to regulate all matters falling within the scope of the Cooperative and pertaining to the conduct and social activities of its members, except those regulated by University Housing and by the Regents.

## Article IV. Membership and Dues

Section 1: All residents of Zoe Bayliss Cooperative shall be, ipso facto, active members of this cooperative.

Section 2: All members shall be assessed social dues of an amount to be determined by the Cooperative and to be paid on or before the date of the second house meeting.

## Article V. Officers

Section 1: Elected officers of this cooperative will be a President, Vice-President, Judicial Chair, Social Chair, Secretary, Kitchen Coordinator and Work Coordinator. The appointed officers of this cooperative will be Business Manager and Webmaster.

Section 2: The officers shall have such authority and perform such duties as the Board may determine, not inconsistent with the by-laws or the constitution.

## Article VI. Representatives

The Board of Directors shall consist of eight members, five of whom shall be current University of Wisconsin-Madison students, and three of whom shall be alumni of Zoe Bayliss Cooperative, Rust House Cooperative, Schreiner Cooperative or Susan B. Davis Cooperative who have not resided in the Cooperative for the past three years, or faculty or staff of the University of Wisconsin. The President and the Business Manager shall be two of the five student members. Three student members of the Board shall be elected by the members of the Cooperative.

## Article VII. Meetings

All meetings shall be conducted according to Robert's Rules of Order.

## Article VIII. Committees

Committees may be created at the discretion of the Board of Directors.

## Article IX. Elections

Section 1: The President, Vice-President, Kitchen Coordinator, and Work Coordinator shall be elected on the first Monday in February at the Cooperative meeting. Nominations for these positions will be taken at a prior meeting.

Section 2: In order to provide the possibility for representation of the first-year residents, the Social Chair, Judicial Chair and Secretary will be elected at the September Cooperative meeting and will hold their positions for the academic year. Nominations for these positions will be taken at that meeting.

Section 3: Resident and alumni Board members will be elected at the September Cooperative meeting and will hold their positions for the academic year. Nominations for these positions will be taken at that meeting. If a Board Member seat is vacant and a Resident or alumni would like to join the Board of Directors, that individual will be nominated and elected at the next Cooperative meeting. He or she will hold his or her position for the rest of the academic year.

Section 4: A simple majority vote of members present, by secret ballot, shall be required to fill an elective office.

Section 5: The positions of Business Manager and Webmaster will be appointed at a Board meeting before spring recess.

Section 6: All other newly elected and appointed officers shall assume their duties immediately following the University of Wisconsin-Madison's spring recess. Outgoing officers shall hold their positions and act as advisors to their successors in the period between the election and spring recess.

Section 7: For all house officers, the requirement shall be that the woman be a member of the Zoe Bayliss Cooperative.

Section 8: Vacancies in elective offices occurring during the academic year shall be filled temporarily by Presidential appointment. An election shall then be held at the next regular Cooperative meeting for a woman to complete the unexpired term.

Section 9: Voluntary requests of house officers to resign a position shall be brought before a meeting of the officers and majority approval of the officers.

Section 10: Request of a resignation of a Board member shall be brought before the Board, and with majority approval, shall be accepted. In the case that the President of the Cooperative/Board requests resignation, the matter shall be brought before a joint meeting of Board and Cooperative officers.

## Article X. Removal of Officers

An officer may be requested to resign by a two-thirds vote of the Cooperative for (a) excessive absence from meetings, (b) lack of cooperation, or (c) refusal of responsibility. A committee shall be appointed by the Cooperative President (or Vice-President, if the President's position is in question) to investigate any requests of cooperative members for the removal of the officer, and the findings of this committee shall be presented at the following monthly house meeting or a special meeting, if desired, at which time the request shall be presented for vote. A two-thirds vote shall be required to remove an officer from any position.

## Article XI. Amendments

The constitution may be amended by a proposal of amendment at a general house meeting and ratification of the amendment by a two-thirds majority of house members at the next house meeting.

## Article XII. Quorum

A simple majority of the members of the Cooperative shall constitute a quorum for the transaction of business.