

BYLAWS  
OF FRIENDS IN TENTS FIT

ARTICLE I  
NAME AND OFFICE

Section 1.01 — Name

The name of the Corporation shall be Friends in Tents FIT and operate under Friends in Tents & Community Outreach aka FIT

Section 1.02 – Office

The principal office shall be located at 594 5<sup>th</sup> St NE Barberton Oh 44319

Section 1.03 – Purpose

Friends in Tents FIT is an intentional community dedicated to helping homeless and low-income people resolve the issues and problems that resulted in their homelessness. We do not discriminate for any reason, including age, gender or gender identity, or transgender status, sexual orientation or preference, race or ethnic origin or for any other reason. The purposes for which this Corporation is organized are exclusively charitable and educational and consist of the following:

(A) The specific and primary purposes are:

(1) To create a safe, clean, self-governed community environment for economically distressed residents of the Summit County Ohio through establishment of an open-air place where people living on the streets can have their basic needs met in a stable, sanitary environment, until they are able to access another

form of housing more in keeping with said resident's personal goals and aspirations.

- (2) To promote community wide interest and concern for homeless and other economically distressed residents of Summit County Ohio, to the end that: (a) their quality of life may be improved, (b) their educational and economic opportunities may be improved, (c) sickness, poverty and crime may be lessened, (d) all constitutional and human rights of all people are respected and protected, (e) mutual independence of all people may be recognized, and (f) mutual aid among, by and for poor people may be facilitated.
- (3) To provide networking for basic living facilities for otherwise homeless individuals, using temporary, semi-permanent and/or permanent structures, and to engage in alternative, sustainable, earth-friendly housing development and production and related activities to improve the living conditions and economic well-being of said individuals.
- (4) To create an environment of unity, non-violence, self-determination and corporation that encourages economically distressed residents to pursue their life goals and aspirations, especially with regard to adequate education, housing and employment, with a sense of self-respect and dignity.
- (5) To provide peer-based support services to said residents to assist them in the pursuit and actualization of their life goals and aspirations regarding housing, education and work, and to enter into collaborative partnerships with certain private businesses, non-profit organizations and/or government agencies for such purposes.
- (6) To expand the opportunities available to said residents to own, manage, and operate and develop worker-owned and

operated enterprises, and to assist said residents in developing entrepreneurial and management skills for the successful operation of such enterprises.

(7) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or corporation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental agencies, bureaus or departments.

(8) Subject to the limitations stated in the Articles of Incorporation, this corporation may engage in any other lawful activity, none of which are for profit, for which corporations may be organized under Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

## ARTICLE II MEMBERSHIP

### Section 2.01 —Board Members

There shall be voting Board Members of this Corporation, as provided in these Bylaws.

### Section 2.02 — Eligibility for Membership

Any person 18 years of age or older shall be eligible for voting Membership within FIT according to the laws of the State of Ohio, if he or she meets all the following requirements:

1. A current resident of Ohio.

2. Has been involved with FIT for more than 6 months.
3. Has accepted a seat on the Board.
4. Is a member in good standing.
5. Has attended at least one volunteer meeting.

Board Members meeting all of these criteria shall be Members of this corporation upon their request, unless or until membership is terminated according to the provisions of these bylaws.

### Section 2.03 — Initiation of Membership

The Secretary shall certify membership with regard to eligibility in Section 2.02. At least three (3) days prior to all Monthly or Special meetings of the Membership, the Secretary shall review current and active members on file and record names of current members onto a current membership list. Membership and voting privileges shall apply at said meetings only to those members thus listed, subject to review by the Executive Director at their discretion.

### Section 2.04 — Termination of Membership

Any Member may terminate membership in the Corporation at any time by giving written notice to the Secretary of the Corporation or by abandoning their membership for more than 3 months without adequate notification to the Secretary. Such termination shall become effective as of the date of receipt of written notice by the Secretary, or the end of the 3-month abandonment period, whichever applies.

Board Members found to be in violation of the terms and conditions of membership outlined in this Bylaws agreement may be ejected from the Board at FIT by the Executive Director immediately.

Membership of ejected Board Members is automatically suspended for the duration of an ejection (for up to 15 days), and/or terminated (after 15 days) due to noncompliance with the “good standing” requirements for membership, as provided in Section 2.02.

Members who have terminated their membership, or whose membership has been terminated, may reapply for membership, provided that they are currently in compliance with all the requirements for membership set forth in Section 2.02. Members who have been terminated for physical violence may not be eligible for re-admittance.

Members whose membership is terminated due to ejection by a vote at a meeting of FIT have no right to appeal the termination, provided: 1) there was a quorum present at the meeting, and 2) the member under review either attended said meeting, or were given reasonable accommodation to attend and chose not to attend. Members whose membership is terminated or who is ejected by any other means, such as an emergency meeting without a quorum present, or by the Executive Director may appeal to the FIT Board Members after a “cooling off” period of up to 24 hours.

#### Section 2.05 — Admittance Agreement:

The Admittance Agreement is a legal contract between FIT and each Board Member 18 years of age or older, which sets forth the terms and conditions of membership, and bestows the privileges of voting and eligibility for membership in the Corporation.

## ARTICLE III

### MEETINGS OF MEMBERS

#### Section 3.01 Annual Meeting of Members

Annual meetings of the membership shall be held each year during the month of January beginning in this year 2025. At each Annual Meeting, the membership shall designate by election those members to serve on the Board in accordance with Sections 4.02 and 4.03. The Executive Director shall present an annual report on the activities of the corporation for the preceding year.

#### Section 3.02– Quarterly Meeting of Members

Regular quarterly meetings of the Members of the Corporation will be scheduled and not open to the public. The Quarterly Meeting of Members shall have primary responsibility for updating the future goals and events at FIT. The Membership is empowered to adopt and implement reasonable policies and strategies designed to encourage broad participation, and equitable and diverse representation to the Volunteers, provided that said policies and strategies respect FIT's need for stability and continuity, and provided they are consistent with all other provisions in these bylaws.

#### Section 3.03 — Special Meetings of the Members

A special meeting of the Members of the Corporation may be called at any time by order of the Executive Director and recent membership list, setting forth the place, date and time for such special meeting, and the general nature of the business to be transacted at such meeting.

### Section 3.04 — Notice of Annual, Quarterly and Special Meetings of the Members

Written notice of each meeting of the Members of the Corporation shall be posted online within at least seven (7) days before the day on which such meeting is to be held. The notice shall state the place, day, and hour of the meeting, and it shall state the general nature of the business to be transacted.

### Section 3.05 — Quorums

Sixty percent (60%) of the Members of the Corporation or 5 members, whichever is greater, shall be necessary and sufficient to constitute a quorum for the transaction of business at all membership meetings, except as otherwise provided in these bylaws. In the absence of a quorum, a majority of the Board Members present may, by resolution, adjourn the meeting.

### Section 3.06 — Voting

Unless otherwise required by law, each Board Member present shall be entitled to cast one (1) vote on any and all matters for which a membership vote is permitted by law, including the Articles of Incorporation, or the Bylaws of this corporation. At each meeting of the Board Members, all matters shall be decided by the affirmative vote of the majority of the Board Members of the Corporation present at such meeting, except those matters otherwise expressly regulated by statute or by another specific section of these Bylaws.

Voting for the election of Board Members shall be by secret written ballot.

Voting by proxy shall not be allowed.

## Section 3.07 – Record Date for Membership Meeting

The record date for determining those members who may petition to call a special meeting of the members and who shall be eligible to vote at the meeting shall be the day before notice is posted.

## Section 4.01 — Powers

The affairs of the Corporation shall be managed by the Board.

## Section 4-02 — Number of Seats on Board

FIT shall consist of any odd number of not less than three (3) and not more than 9 Board Members, said number to be determined by a Membership Meeting and recorded in the minutes.

## Section 4.02.1 Board of Advisors

## Section 4.03 — Qualifications of Board Members

All seats on the FIT Board must be filled by current volunteers in good standing who have been volunteers for at least 90 continuous days. If there is not a sufficient number of volunteers with ninety (90) consecutive days, then volunteers closest to completion of the qualifications and who are willing to serve may be elected.

## Section 4.04 — Selection of Board Members

Members of the Board, including members elected to fill vacancies, shall be elected by an Annual meeting occurring in January of each year.

## Section 4.05 — Term of Service for FIT Board Members



Members of FIT are elected for 5-year terms, except for those elected to fill vacancies. Volunteers elected to fill vacancies shall serve until the next Annual Meeting of the Membership.

#### Section 4.06 — Non-attendance and Vacancies

Any Board Member who misses three consecutive regularly scheduled meetings of the Board shall be given a minimum of one week written notice by the Secretary that the position will be vacated at the next meeting unless the member provides a written excuse satisfactory to the said meeting. A vote of the majority of Board Members is required to remove the Board Member. Vacancies on the FIT Board shall be filled as provided in Section 4.04.

#### Section 4.07 — Resignation

Any Board Member may resign at any time by written notification to the Board or Secretary of the Corporation. The acceptance of any such resignation shall not be necessary to make it effective.

#### Section 4.08 — Removal

Any Board Member may be removed at any time, with or without cause, by a 2/3 vote of the Members of the Corporation present at a meeting of the Members of the Corporation, provided that: a) the quorum at a meeting of members in which removal is proposed shall be 65% of the members of the corporation; and b) that the meeting notice state that the purpose, or one of the purposes, of the meeting is to remove the Board Member.

#### Section 4.09 — Annual Meetings

The Annual Meeting of the Board Members for the election of officers and for the transaction of such other business as may

properly come before it shall be held within fifteen (15) days following the date of adjournment of the annual meeting of the Membership. The annual meeting of the Board Members shall be open to the attendance of Members of the Corporation and not the public at large and shall be conducted in the same manner as provided in Section 4.10.

## Section 4.10 — Monthly Meetings

Regular weekly meetings/social media conversations of the Volunteers shall be held at a regular time, date, and place selected by the Executive Director. Other meetings may be called as needed, provided that notice and quorum requirements are met.

### Section 4.10.1 — Emergency Meetings

The Board may call emergency meetings without notice to address issues of violence or other imminent threats to the safety, well being and security of FIT location and volunteers.

Emergency meetings may be held at any time when called by any Board Member.

Conveners of emergency meetings to review actions of individuals will attempt in good faith to notify said individuals that their behavior is under review, provided their presence is not disruptive to the meeting or the FIT location.

Maintaining the safety and security of the FIT location shall take precedence over the need to notify potentially dangerous individuals, and the Board is under no legal or other obligation to provide any notice or access whatsoever if, at the Board's sole discretion, it is deemed dangerous to do so.

Emergency meetings shall only consider or act on the specific emergency situation that prompted the meeting in the first place.

#### Section 4.11 — Minutes of the Meetings

Records of all meetings of FIT and any committees shall be taken by the Secretary, or some other duly designated persons present on behalf of the Secretary and be made available to the Membership as directed by the Board.

#### Section 4.12 — Notice

Written notice of meetings of FIT shall be printed online and shared with Board Members and Volunteers 7 days prior to any meeting that is not an emergency meeting. There is no notice requirement for emergency meetings.

### ARTICLE V OFFICERS

#### Section 5.01 — Titles and Qualifications

The Officers of the Corporation shall be Executive Director and Vice President, Secretary, Treasurer, Board Members and such other officers as may from time to time be appointed by the FIT Board.

#### Section 5.02 — Election and Term of Office

Each officer shall be elected by a majority vote of the FIT Board at its first meeting and thereafter shall be elected every 5 years, or more frequently as needed to fill any vacancies, by the Board at its regular, special or annual meetings. New offices may be created and filled at any meeting of the Board. Each Board Member shall hold

office for 3 years or until the next annual meeting, or until his or her death, resignation, or removal.

#### Section 5.05 — Executive Director - Voting Board Member

The Executive Director shall call all regular meetings; make appointments to all committees subject to the approval of the Board, conduct all meetings of the Board and the Volunteers; notify the Board of any vacancies; shall set the agenda 24 hours in advance of Board meetings, except for emergency meetings, and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by the FIT Board.

#### Section 5.06 — The Vice-President

The Vice-president of the Board shall act in the absence of the Executive Director and shall have such other powers and duties not inconsistent with these bylaws as may be assigned to him or her from time to time by the Board.

#### Section 5.07 — The Secretary

The Secretary shall keep the records of the minutes of all meetings of FIT, and of the Members of the Corporation in a secure place on the premises of the Corporation in one or more books provided for that purpose, with the time and place of the holding of the meetings, how they were called or authorized, the notice given thereof, the names of those present, and the proceedings thereof. The Secretary shall be the custodian of all records and documents; shall keep a list of all current members, and in general shall perform all other duties not inconsistent with these Bylaws, as are incident to the office of Secretary, or as may be assigned from time to time by the Board.

## Section 5.08 – The Treasurer

The Treasurer is responsible for managing the organization's finances by maintaining accurate records of all income & expenses, collecting & depositing funds, reconciling bank statements, preparing financial reports, adhering to budgets overseeing investments , and ensuring compliance with financial regulations, all while providing regular updates to the Board on organization's financial health.

## ARTICLE VI

### AMENDMENT OF BYLAWS

Bylaws may be amended or repealed, and new Bylaws may be enacted, by a two-thirds (2/3) vote of the Membership of FIT by means of secret written ballots. Members may amend the Bylaws, change or repeal amendment of these Bylaws, or change the authorized number of Board Members of the Corporation.

In addition to being posted in accordance with Section 3.04 in the common meeting area, written notice of any proposed amendment to the Bylaws shall be presented to the FIT Board.

The Quorum requirement for Membership Meetings considering an amendment of the Bylaws shall be two-thirds (2/3) of the membership.

These Bylaws were updated on 2-12-2025

