

THE **BYLAWS** OF THE LABOR LODGE COALITION

PREAMBLE

We, the undersigned, recognize the need to address the socio-economic challenge that plagues our cherished communities, and hereby establish The Labor Lodge Coalition (“Coalition”),

a California Nonprofit Corporation for Public Benefit on May 20, 2024.

As members of this Coalition, we pledge to operate with utmost transparency, integrity, and accountability. Our actions shall always be driven by a profound commitment to serving the public good and upholding the values of fairness and justice in all our endeavors.

Through strategic partnerships, innovative programs, and active community involvement, we aim to leverage our collective strengths to address one of Lake Tahoe’s most alarming crisis:

Affordable Housing for an Essential Workforce.

We acknowledge that progress and sustainable development require collaborative efforts from all sectors of society. Therefore, we wholeheartedly welcome individuals, organizations, and agencies that share our mission to join hands with us in this noble pursuit.

In witness whereof, we hereby affix our signatures on this 20th of May 2024, in the State of California, to officially establish The Labor Lodge Coalition.

ARTICLE I

DEFINITIONS

In addition to the other terms defined herein, the following terms, whether in the singular or in the plural, when used herein and initially capitalized, shall have the meanings specified:

1. **Constitution** means the original document put forth by the President during formation.
2. **Board** or **Board of Directors** means the governing body of the Coalition
3. **Bylaws** means the bylaws of the Coalition, contained herein.
4. **Director** means either President or Vice President.
5. **Members** means anyone who has formally joined the organization in search of our Services.
6. **Officer** means the Treasurer or Secretary

ARTICLE II

PURPOSE AND LIMITATIONS

Section 1. **Purpose of Coalition.** The Coalition was formed with the purpose and intent to support and promote the development of workforce housing for our Members; within the communities that we operate, and to plan, acquire, develop, lease, finance and construct workforce housing for said Members.

Section 2. **Purpose of Bylaws.** Our organization's Bylaws, rules and regulations as are necessary or desirable to accomplish the purposes of the Coalition; provided, however, that nothing in the Bylaws, rules or

regulations shall be inconsistent with our purpose. By approving these Bylaws, the Board will adopt additional procedures concerning basic governance, internal organization, Board committees, and other matters addressed in these Bylaws.

Section 3. **Conflict Between Bylaws and Constitution.** Unless specifically defined in these Bylaws, all defined terms shall have the same meaning ascribed to them in the Constitution. If any term of these Bylaws conflicts with any term of the Constitution, the Constitution terms shall prevail, and these Bylaws shall be amended to eliminate such conflict of terms. Unless the context or reference to the Constitution requires otherwise, the general provisions, rules of construction and applicable statutory definitions will govern the interpretation of these Bylaws.

ARTICLE III

BOARD OF DIRECTORS

Section 1. **Board Membership.** Coalition is governed by a Board of Directors (“Board”) comprised of one representative for each Member.

Section 2. **Additional Agencies.** A public agency may be considered for membership in the Coalition by presenting an adopted resolution to the Board that includes a request to join. The Board may approve membership by a unanimous vote and upon satisfaction of the conditions

specified in the Constitution.

Section 3. **Withdrawal.** Any Member shall have the right to withdraw from the Agreement by giving at least 6 months' advance written notice to The Board and each Member.

Section 4. **Vacancy.** If at any time a vacancy occurs on the Board, for whatever reason, a replacement shall be appointed by the President within 45 days of the vacancy.

Section 5. **Powers and Duties of the Board.** The Board shall have the responsibility for the general management of the affairs, property and business of the Coalition and may, from time to time, adopt and modify these Bylaws and other rules and regulations for that purpose and for the conduct of its meetings as it may deem proper. The Board may exercise and shall be vested with all powers of the Coalition insofar as not inconsistent with all laws, or these Bylaws.

ARTICLE VI

MEETINGS

Section 1. **Principal Office.** The principal office for the transaction of the activities And affairs of the Agency ("Principal Office") is located at 3716 Tamarack Ave, South Lake Tahoe, CA 96150.

Section 2. **Regular Meetings.** The Board shall hold at least one regular meetings per month, but the Board may provide for the holding of regular meetings at more frequent intervals. The date, hour, and place of each regular meeting shall be fixed by resolution of the Board. Remote meetings will suffice for any/all purposes.

Section 3. **Special and Emergency Meetings.** Special and emergency meetings of the Board may be called in accordance with the provisions of Government Code section 54956 and 54956.5, respectively.

Section 4. **Open Meetings.** All meetings of the Board shall be conducted in accordance with the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.). Directors may participate in meetings telephonically, with full voting rights only to the extent permitted by law.

Section 5. **Closed Sessions.** The Board shall comply in all respects with closed Session requirements and procedures of the Brown Act. Pursuant to Government Code section 54956.96(a)(2), the Board hereby authorizes an alternate Director who is also a member of the governing body of a Member, and is attending a properly noticed Board meeting in the absence of the regular Director, to attend a closed session held during such meeting. Pursuant to Section 54956.96(a)(2), alternate Directors who are not a member of the governing body of a Member may not attend a closed session meeting of the Agency.

Section 6. **Agenda.** The President or Vice President shall prepare the agenda for all meetings of the Board in accordance with the Brown Act, and regular meeting agendas shall be posted 72 hours before each meeting in compliance with said Act.

Section 7. **Quorum.** A majority of the entire Board of Directors shall constitute a quorum in order to conduct business. Alternate Directors attending meetings shall not be counted as part of any meeting quorum unless such an Alternate Director is formally representing an absent Director. In the absence of a quorum, no business may be transacted except the adjournment of a meeting by the remaining Directors. A Director shall be deemed present for the determination of a quorum if the Director is present at the meeting in person or if he or she participates in the meeting telephonically as provided by the Brown Act.

Section 8. **Voting.** Each Director present at a meeting shall have one vote in any decision. Except as otherwise required by law, voting shall be viva voce. Unless otherwise specified in the Agreement, a simple majority of the quorum shall be required for the adoption of a motion, resolution, contract authorization or other action of the Board. Less than a majority may make a motion for adjournment. A unanimous vote of the entire Board shall be required for the following items listed in Section 5.2(d) of the Agreement: (1) adding new members; (2) issuing bonds or other forms of

indebtedness; (3) approving commencement of eminent domain proceedings; and (4) termination of the Agreement and dissolution of the Agency.

Section 9. **Action.** Action by the Board on all resolutions and ordinances shall be recorded in writing, signed by the President, and attested to by the Secretary. All other actions of the Board shall be by motion recorded in written minutes.

Section 10. **Adjournments and Adjourned Meetings.** The Board may adjourn any Regular, adjourned regular, special or adjourned special meeting to a time and place specified by the Board in accordance with law. If less than a majority is present at a meeting, a majority of those members of the Board present may adjourn the meeting from time to time.

Section 11. **Organization.** Each meeting of the Board shall be presided over by the President or, in his or her absence, by the Vice President, or in the absence of both the President and Vice President, by any member of the Board selected to preside by vote of a majority of the members of the Board present. The Secretary, or in his or her absence, any person designated by the individual presiding over the meeting, shall act as secretary of the meeting.

Section 12. **Compensation and Reimbursement.** Pursuant to the original Offer Letter, compensation for work performed by Directors on behalf the

Agency shall be borne by the Member that appointed the Director. The Board may adopt by resolution a policy relating to the reimbursement of expenses incurred by Directors.

ARTICLE VII

DIRECTORS AND OFFICERS

Section 1. **Directors.** The directors of the Board shall consist of a President and Vice President. The President and Vice President must be members of the Board. The President shall have the power to enforce meeting decorum and rules of order and to exercise such other powers and duties as may be assigned by the Board. The Vice President shall perform the duties of the President in the absence or inability to act of the President.

Section 2. **Appointments of Officers.** The Secretary and Treasurer/Auditor shall be Chosen at the initial meeting or as soon as practicable thereafter.

(a) **Secretary.** The Board shall appoint a Secretary, who need not be a Member of the Board. The Secretary shall give, or cause to be given, notice of all meetings of the Board and committees of the Agency required by the Bylaws and applicable law to be given. The Secretary shall keep or cause to be kept, at the Principal Office or such other place as the Board may direct, a record of summary minutes of all meetings and actions of Directors, Alternate Directors and committees of the

Coalition, with the time and place of meeting, whether the meeting was regular or special, how any special meeting was authorized, the notice provided for the meeting, the names of those present at such meetings, and the votes, actions and proceedings of such meetings.

(b) Treasurer. Pursuant to Government Code sections 6505.5 and 6505.6, the Board shall appoint a qualified person to act as the Treasurer/Auditor for the Coalition. The Board may appoint a qualified person to serve as Treasurer/Auditor. Treasurer/Auditor shall be the depository and shall have responsibility for the depositing and custody of all funds held by the Coalition from any source. The Treasurer/Auditor shall possess the powers of, and shall perform those functions and duties required by provisions of applicable law, and those which may be prescribed by the Board or these Bylaws. All funds of the Coalition shall be strictly and separately accounted for and regular reports shall be rendered of all receipts and disbursements at least quarterly. The Treasurer/Auditor shall provide strict accountability of said funds in accordance with Government Code sections 6505 and 6505.5 and all other applicable provisions of law.

(c) Additional Officers. The Board may appoint additional officers deemed necessary or desirable.

Section 4. Term of Office. The President shall serve for a term of five years. The

Vice President shall serve for a term of one year, without limit to the number of terms.

Section 5. **Resignation of Officers.** Voluntary Resignation. Any officer of the Agency may, subject to contrary provision in any applicable contract, resign at any time by giving written notice to the Board or to the Chair or Secretary of the Agency. Any such resignation shall take effect at the time specified in the notice or, if the time is not specified, on receipt thereof. Unless otherwise specified in the notice, acceptance of such resignation shall not be necessary to make such resignation effective.

Section 6. **Vacancies.** If any office becomes vacant at any time, such vacancy may be filled at any time by the Board.

Section 7. **Official Bond.** The Treasurer/Auditor is designated as the public officer or person who has charge of, handles, or has access to any property of the Agency. The Treasurer shall file an official bond as required by Section 6505.1 of the Act in an amount fixed by resolution of the Board.

ARTICLE VIII

COMMITTEES

Section 1. **Committees.** The Board may establish permanent or temporary committees as the Board deems appropriate to assist the Board in carrying out its functions.

Section 2. **Appointment to Standing Committees.** For Standing Committees, the President shall nominate committee members, subject to approval by a majority vote of the Board. If the Board fails to approve the President's nomination(s) to a Standing Committee, the Board may entertain a motion for the appointment of committee members.

Section 3. **Committee Voting.** Action by a committee on all matters shall require an affirmative vote of a majority of the members of the committee who are present at the meeting.

Section 4. **Alternate Directors in Standing Committees.** In the event a member of a Standing Committee is unavailable to attend a duly noticed meeting of that committee, the Alternate Director representing the same Member as the absent Director may attend and, if applicable, vote in the committee meeting in place of the absent Director. The Alternate Director may also chair the committee and fully participate in discussion and debate during meetings.

Section 5. **Removal of Committee Members.** The Board may remove a committee Member from a committee, with or without cause, by a majority vote of the Board.

Section 6. **Ad Hoc Committees.** The Board may establish temporary ad hoc Advisory committees that: (a) are composed of less than a quorum of the Board, (b) have no continuing subject matter jurisdiction, and (c) have no

meeting schedule fixed by charter, ordinance, resolution, or formal action of the Board. The Chair shall appoint the members of such ad hoc committees.

ARTICLE IX

FINANCES

- Section 1. **Fiscal Year.** The fiscal year for the Agency shall begin on July 1st and end on June 30th, unless the Board adopts a resolution changing the dates.
- Section 2. **Budget.** The Coalition shall operate pursuant to a general operating budget and other Agency budgets adopted in accordance with Article 6 of the Agreement.
- Section 3. **Operating Budget and Expenditures.** The President shall present a proposed budget to the Board before April 1 each year for review and approval. The Board shall approve an annual operating budget before the beginning of a fiscal year or any other date established by the Board, as required to conduct its business in a manner consistent with the purposes of the Agency. Unless otherwise required by the Agreement or California law, the Treasurer shall draw checks or warrants or make payments by other means for claims or disbursements not within an applicable budget only upon the approval of the Board.

Section 4. **Funding for the Agency.** Funding for the Agency shall be in accordance with all government and laws applicable for Charitable Contributions.

Section 5. **Alternative Funding Sources.** The Agency may, by a Board vote, seek funding from other alternative sources, including but not limited to, state and federal grants or loans, and the issuance of bonds.

Section 6. **Transfer of Records, Accounts, Funds, and Property.** Pursuant to Section 6.6 of the Agreement, the Board shall adopt procedures by which the Coalition documents the transfer and receipt of records, accounts, funds, or property from any persons or other entities.

ARTICLE XI

RECORDS

Section 1. **Availability.** A copy of the Coalition's Bylaws and the Constitution shall be kept at the Coalition's Principal Office, and shall be open to inspection by the public at all reasonable times during office hours.

Section 2. **Inspection.** Unless otherwise restricted by law, any Member and any Director may inspect any record of the Agency, including but not limited to, the accounting books and records and minutes of the proceedings of the Board and committees of the Board, at any reasonable time. A designated representative of the Member may make any inspection and copying under this Section and the right of inspection includes the right to

copy. As directed and permitted by law, Agency records shall
be open to inspection by the public.

ARTICLE XII

AMENDMENTS

These Bylaws may be modified, amended or repealed or new Bylaws may be adopted by resolution by an affirmative vote of the Board at any regular or special meeting of the Board. In the event that a conflict exists between a provision in the Bylaws and a provision in the Agreement, the provision in the Agreement shall govern.

ARTICLE XIII

SEVERABILITY

Any adjudication that these Bylaws or any part thereof is invalid shall not affect the validity of the remainder of these Bylaws

Christopher Reid

President

May 20, 2024

Date

Jim Tollens

Vice-President

May 20, 2024

Date