



To: All ROC Association Members

From: ROC Association Board of Directors

Re: PROPOSAL TO AMEND ROC ASSOCIATION ARTICLES AND BYLAWS

Date: August 8, 2023

Background

ROC Association was incorporated in 2013 by two ROC leaders who were currently serving on the ROC USA Board, Lois Parris of Lakes Region Cooperative in NH, and Natividad Seefeld of Park Plaza Cooperative in MN.

The ROC USA Board immediately voted to make the brand-new Association a member of ROC USA, LLC. ROC Association joined Prosperity Now, Capital Impact Partners, and the New Hampshire Community Loan Fund as the non-profit “owners” of the entire ROC USA enterprise.

ROC Association’s original incorporation and bylaws reflected everyone’s best thinking on how an Association of ROCs would work, how elections would take place, and how communication among the-then 148 member ROCs would take place.

ROC Association has changed dramatically since 2013! Membership has grown to 312 ROCs and the Association has evolved into far more than just representation for ROCs on the ROC USA Board, taking on the Association’s purposes with enthusiasm – *“...the development of all community members, support [of] a strong peer network of co-op leaders among communities, advocating for communities within the ROC USA Board, ... representing the network of communities to external stakeholders... [and] building cohesive relationships between ROC Association, ROC Network, and ROC USA.”*

As such, the Association Board is ready to propose a host of Articles and Bylaw changes to the membership. As required for an actual Member vote, the changes will be shown directly in the bylaws and will be sent to all ROC Boards by regular USPS mail and email, and posted on the website along with the ballot for a vote.

To make it easy to understand what the changes will actually do, and to help with discussion, the “What?” and “Why?” of the changes are outlined below:

- **Amendment the Articles of Incorporation:**
 - In order to formalize the Association’s status as a non-profit organization and raise grants to expand its operation and activities, change the Association’s incorporation from an “unincorporated organization” to an incorporated non-profit membership organization eligible for tax-exempt 501c3 status.

- **Amendment to the Association’s Purpose:**
 - Restate the Association’s Purpose to reflect the Association’s mission on behalf of its ROC members. It would read:
 - 2.1 “The ROC Association is created for the benefit and development of all resident-owned community (ROC) members. It will support a strong peer network of co-op leaders among communities, advocate for ROCs as a member of the ROC USA LLC and as a member of the ROC USA Board of Directors, represent the network of ROCs to external stakeholders, and build cohesive relationships between ROC Association, ROC Certified TA Provider (CTAP) network, and ROC USA”.
 - 2.2 The Association’s three duly elected Directors automatically serve as Directors on the Board of Directors of ROC USA, LLC, representing an expressed commitment on the part of ROC USA, LLC to empower community leaders from the communities it serves with governance, strategy, and fiduciary authority.
 - 2.2 The Association will conduct its business on a nonprofit, cooperative basis in a manner designed to reflect the International Cooperative Principles attached hereto and incorporated herein by this reference to the extent permitted by law.”

- **Amendment to expand the Board of Directors:**
 - In order to expand the capacity of the Board to take on more activities and to get better coverage of ROCs’ perspectives and needs from each Region, add three (3) more Board seats, growing the Board from three (3) to six (6) Directors:
 - The 3 elected Directors would appoint 3 additional Directors, one new Director from each Region.
 - The 3 elected Directors would be the officers of the Board;
 - The 3 elected Directors would automatically serve on the ROC USA Board of Directors.
 - The appointed Directors would have the same level of authority as the elected Directors but would not be President, Secretary, or Treasurer of the Association Board and would not serve on the ROC USA Board of Directors.
 - Each Region would have two Directors (no requirement on being from different states, etc.).
 - The three appointed Directors would be called “At Large Directors”.

- Terms for all Directors would be staggered so the 3-year term for an appointed Director would not be the same year as the election for the same region.
 - If the appointed Director wants to run for the elected seat, they must resign as appointed, but if they lose the election, they can be reappointed.
 - President of the Board shall not participate in the vote unless a tie break is needed.
 - Both elected and appointed Directors are expected to travel at least once per year.
 - Both elected and appointed Directors will be required to sit out for a 3-year term before running or being appointed again.
- **Amendment to Voting by Mail:**
 - Change the member voting requirement that every vote requires a ballot sent by mail and returned by mail to one that allows for mail, email, and online voting.
- **Amendment to add online meeting attendance:**
 - The current bylaws clearly include attendance by phone and conference call but not explicitly “attend meetings remotely by electronic means and the option for electronic voting”. These would be added.
- **Amendment to remove the staggered terms chart:**
 - The current bylaws were amended in 2020 to make the terms 3 years instead of 2 years and a chart was added to show how the terms would be staggered. Now that the original staggered terms have gone by, the chart is outdated and no longer needed. The Secretary will be responsible for monitoring terms and elections.
- **Amendment to name the three geographic regions of the Association and give the Board the authority to change the regions as needed as more ROCs join the Association:**
 - Add the map of the geographic regions of the Association.
- **Several Amendments to reorganize the sections and clear up language:**
 - The organization of the current bylaws is confusing (Member votes and elections are addressed in 3 sections rather than one.) The proposed amendments would reorganize the Bylaw sections so that all the parts pertaining to electing the Board are under “Board”, all the sections pertaining to “Member voting” are under “Voting”, etc.
 - The current bylaws do have some Section headings but, for ease in locating key information, the amended bylaws have added additional Section headings and changed the use of some others.

- No language or content will be removed from the existing ROC Association Bylaws, only moved within the document to make the most sense and to make it easy to locate information.