



Sample Resident Council Bylaws



SAMPLE BYLAWS FOR PUBLIC HOUSING RESIDENT COUNCILS

Bylaws are an organization's operating manual. In this case, the organization is a resident council. The Bylaws set out how the organization operates, the responsibilities of the leaders (the Board of Directors) of the organization, and the rights and responsibilities of the Members.

These following are sample Bylaws that you can use as a starting place for creating Bylaws for your resident council representing public housing residents. These Bylaws conform with HUD regulations, **24 CFR part 964**, as well as best practices. Throughout the document you can customize the rules to best fit your group.



For more information on customizing the Bylaws see the [Guide to Creating Public Housing Resident Council Bylaws](#).

While the Bylaws establish the basic rules for the resident council, your organization may also want to have written out procedures that give more detail as to how you carry out the work and the steps you take to stay in compliance with the Bylaws. Procedures must be in line with the Bylaws but can be updated more easily.



For more information on procedures see the [Sample Resident Council Procedures](#).



This document is part of the **Public Housing Resident Organizing and Participation Toolkit**. The full toolkit includes topical guides, customizable resident council documents and forms, tools related to tenant participation funds, and case studies of resident organizations around the country. To see the full toolkit go to: <https://www.hudexchange.info/programs/public-housing/resident-toolkit/>

This document is provided for informational purposes only and is not an official, or required, HUD document.

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Terms to know

Members: the people who make up your resident council and who the resident council represents. This is generally all of the residents at the property or properties making up the resident council who are adults or the heads of the household.

Board members: Also called the executive committee. These are elected leaders of the resident council. The Board Members are responsible for running the organization.

Officers: Officers hold positions on the Board. The most common Officer positions are President, Vice President, Secretary, and Treasurer.



Federal rules for public housing: You can find public housing regulations in the Code of Federal Regulations (CFR). Most rules related to resident organizing and participation are in Title 24, Housing and Urban Development, Part 964, Tenant Participation and Tenant Opportunities in Public Housing.

When you see a reference to **24 CFR 964** that is a reference to the section of the CFR that contains relevant regulations, a specific subsection may also be included.

Note: HUD recommends that resident councils consult their own lawyers when creating Bylaws. Local bar associations, law schools, or legal aid societies may be able to help.

BYLAWS

(name of resident council)

ARTICLE I: NAME

- 1. Name:** The name of the organization is _____ and is abbreviated as _____ and referred to throughout this document as the “Resident Council.”
- 2. Location:** The organization’s office is at _____ or such other location as may be designated by the Board of Directors in the future.

ARTICLE II: PURPOSE

The purpose of the Resident Council is to improve the quality of life and resident satisfaction for the residents of _____ (name of the property or properties being represented), referred to as the “property” throughout this document. This includes:

1. Representing the General Membership in matters which affect residents’ common interests, rights, status, and duties.
2. Providing input to the _____ (name of Public Housing Agency) (referred to in this document as the PHA or public housing authority) on matters that impact residents including maintenance, modernization, redevelopment, PHA policies and procedures, Capital Improvement Plans, Annual Plans, Operating Budgets, resident services, resident training, employment, and economic opportunities.
3. Seeking a mutually respectful working relationship with the PHA and other organizations that have a role in the operation, management, and development of residents’ housing, including regular communication and meetings with the PHA.
4. Participating in activities to create a positive living environment for the residents.
5. Fostering a sense of community among residents, keeping residents informed about the Resident Council, and maintaining a viable organization.
6. Educating residents about their rights and responsibilities.
7. Negotiating agreements and Memorandum of Understanding with the PHA related to the use of community space for meetings, recreation, social services, and other resident participation activities. The MOU related to the partnership agreement shall be updated and ratified at least once every three (3) years.
8. Actively participating and making decisions around the operations of the property through a working partnership with the PHA (as appropriate and agreed upon by both parties).
9. Advocating for the residents who seek and need the assistance of the organization, when possible.
10. Creating committees to further the goals of the Resident Council, including joint committees with management.

ARTICLE III: MEMBERSHIP

The participation of Members of the organization is crucial for the Resident Council's success. Members' input is needed to ensure that the Resident Council truly represents the needs of the residents. Only members can make decisions related to the future of their housing.

- 1. Members:** All residents of _____ (names of the property or properties being represented) who are listed on the lease and are 18 years or older or the head of household (of any age) are Members of the Resident Council. Participation is voluntary (24 CFR part 964.125).

Membership will terminate:

- a.** By providing written notice to the Secretary of the Resident Council; or
 - b.** Automatically, when a person is no longer a resident at the property, unless the resident has relocated temporarily because of redevelopment in which case membership shall be retained.
- 2. Members' Rights:** The Resident Council shall not impose any unreasonable restrictions on participation by any resident who it represents. All Members have the right to:
 - a.** Nominate Members of the Resident Council to the Board of Directors. (24 CFR part 964.130).
 - b.** Run for and serve on the Resident Council Board of Directors, as long as the Member is in compliance with the lease (24 CFR part 964.125).
 - c.** Vote to elect the Board of Directors (24 CFR part 964.125).
 - d.** Participate in the organization's meetings and activities held for Members (24 CFR part 964.18).
 - e.** Have a reasonable opportunity at meetings to make their views about matters of common interest known.
 - f.** Vote on all matters put to the membership for a vote, including issues relating to the future of their housing, management policies, and the housing subsidy.
 - g.** Vote to adopt, repeal, or amend the Resident Council's Bylaws.
 - h.** Participate in the recall of a member of the Board of Directors (24 CFR part 964.115).
 - i.** Serve on committees.

ARTICLE IV: MEMBERSHIP MEETINGS

The Resident Council shall use meetings to conduct the organization's business, get input from residents, share information, and make decisions. Meetings will be as open and accessible as possible to facilitate participation from the membership.

- 1. Regular Membership Meetings:** The Board of Directors shall hold at least _____ regular meetings a year for the General Membership (at least 4 is recommended). The Resident Council may also hold additional and more frequent regular meetings for Members and conduct special meetings in between regular meetings.
 - a. Purpose:** The purpose of regular meetings will be to inform residents about matters of general interest, solicit residents' input on issues of concern, and make decisions.
 - b. Notice:** The Board of Directors shall provide written notice of regular meetings which will be posted at least _____ calendar days in advance of meetings (at least 7 days is recommended).

Notice will be posted in prominent locations including the _____
(choose a primary location such as the management office) and _____

(state where else notice will be posted at a minimum—lobbies, community room, laundry rooms). The Resident Council will strive to provide more notice, depending on resources available, which may include flyers, door-to-door, phone trees, mail or email, public meetings, social events or other means. In the event of temporary relocation, notice may be provided through alternative means including mail, email, phone, and text, as determined by the Board.

- c. Agenda:** Items for the agenda will be included in the meeting notice. Items for the agenda may be added by Members by written request to the president or secretary of the board at least _____ days in advance of the meeting (3 days is recommended). The membership may vote to discuss agenda items that are proposed at the meeting or may add them to the agenda for the next meeting.
- d. Review of Yearly Budget:** At least once a _____ (select a frequency, for example, year or quarter) at a regular meeting, the Board of Directors will review and have an open discussion with Members about the Resident Council's proposed yearly budget prior to adopting it. At least annually, a yearly statement of income and expenditures from all funding sources will be made available to Members.
- 2. Emergency Membership Meetings:** The President or a majority of the Board of Directors may call an emergency meeting.

 - a. Notice:** When it is not possible to give _____ calendar days (the number that you chose above for usual meetings) notice, the Board may call an emergency meeting with 48 hours notice. The Board will post notice of the emergency meeting in prominent locations including those listed above and will strive to provide more notice, as possible. Notice must indicate that the meeting is an Emergency Meeting and include the agenda item requiring emergency action.
 - b.** Use of emergency meetings should be limited and should only occur when there is a decision that must be made before the next regular meeting.
 - c.** The Board should endeavor to provide as much notice as possible.
- 3. Attendance:** Regular, special, and emergency meetings shall be open only to Members. Non-resident PHA employees and non-residents may only attend by invitation of the Board of Directors. The Board of Directors shall keep a record of attendance for all meetings.
- 4. Location of Meetings:** Regular, special, and emergency meetings will be at times and places that are reasonably convenient to residents and accessible to people with disabilities, including wheelchair accessible. As possible, meetings will be held in-person, on the property.
- 5. Virtual meetings:** The Board may convene meetings virtually, as long the notice provided includes virtual access instructions and so long as an option is available for participation by phone.
- 6. Conduct of the Meeting:** The president, or in their absence, the vice president or another board officer, shall chair meetings. Board members shall meet in advance of meetings to set the agenda. The Officers may set procedures for the meeting, including a time limit on speakers and a decision-making process.
- 7. Translation and Interpretation Services:** As possible and necessary, the Resident Council will provide services to ensure that all residents can participate in the language they are most comfortable in. The Resident Council will work to secure resources as needed. The Board will set a process for requesting interpretation and translation.

- 8. Voting:** Only Members are permitted to vote on Resident Council matters. Voting can only be exercised by Members present at a Membership meeting, unless the Board makes known in writing to the Membership that absentee voting or voting by proxy is allowed and what procedures will be used. The Board shall determine how votes shall be taken and whether voting shall be conducted by a show of hands or by a written ballot.
- 9. Quorum:** Except as otherwise required by these Bylaws, all business at any regular, special, or emergency Membership meeting shall be by a simple majority vote of those Members present. However, a quorum (the number of Members who need to be present) of at least _____ % of Members (10% suggested) (for this purpose Members shall be calculated as all occupied units represented by the Resident Council) shall be required for the following situations:
 - a.** A vote on a Memorandum of Understanding between the resident council and the housing authority;
 - b.** Decisions that would require temporary or permanent relocation of the residents (or changes to a relocation plan);
 - c.** Decisions related to a sale, conversion from public housing, or other disposition of the property; and
 - d.** Decisions related to a change or termination of any subsidy the property receives.

ARTICLE V: BOARD OF DIRECTORS

The Board of Directors, also referred to as the “Board” in this document, is responsible for managing the affairs of the Resident Council, conducting its business, and consulting and informing Members.

- 1. Number of Officers:** The Board of Directors of the Resident Council shall consist of _____ Members (minimum of 5, an odd number is recommended). (24 CFR 964.115 mandates a minimum of five elected board members.)
- 2. Term of Office:** Members of the Board of Directors shall be elected for a term of _____ years (can choose 1, 2, or 3.). The terms of the board will be staggered. On election of the first Board, the Board shall decide which positions will be for one year for the initial term.
- 3. Responsibilities:** The Board is responsible for carrying out membership decisions and making day to day decisions to manage the organization. The following decisions may not be made by the Board alone and must be ratified by the entire membership:
 - a.** A Memorandum of Understanding between the resident council and the housing authority;
 - b.** Decisions that would require temporary or permanent relocation of the residents (or changes to a relocation plan);
 - c.** Decisions related to a sale, conversion from public housing, or other disposition of the property; and
 - d.** Decisions related to a change or termination of any subsidy the property receives.
- 4. Board Meetings:** The Board of Directors shall determine the frequency, location and time of their Board meetings and shall provide notice of their meetings to the General Membership. Board members are required to attend Board meetings. Generally, Board of Director meetings are open to the General Membership unless the Board of Directors decides to close the meeting and go into executive session for all or a portion of its meeting. It may do so only to discuss confidential matters, including but not limited to removal of an officer or Board Member, discipline, and litigation. Non-tenants (including staff) may attend only by invitation of the Board of Directors.

- 5. Notice:** The Board will work to have regularly scheduled monthly meetings. The regular schedule will be posted in prominent locations at the property. In the event that a meeting time changes, the Board should provide general members with at least _____ days (3 is suggested) notice by posting the notice in prominent locations. Board members shall be notified personally by phone, email, or written notice of meeting dates and times. The presence of all Board members in a meeting waives notice requirements to Board members.
- 6. Special Meetings:** Special meetings shall be held at any time when called by the president of the Board or any of the other directors.
- 7. Quorum:** A quorum is necessary for the Board of Directors to vote on matters, including financial matters. A quorum shall be _____ (at least 3, the number should be more than 50% of the Board members, $\frac{2}{3}$ is recommended).
- 8. Voting:** Matters shall be decided by a majority vote of Board members only if a quorum is present. The General Membership cannot vote on matters at the Board of Director meetings.
- 9. Filling Vacancies:** The Board may fill any vacancies that occur on the Board between regular elections (whether created by recall, resignation, or a Board member permanently leaving the property) by advertising the vacancy to the Members and requesting volunteers who meet the requirements to be on the Board, including not being in violation of the lease. A majority vote of the Board may then select a Member to fill the vacancy until the completion of the term. The Board may instead choose to leave a vacancy open until the next election, but not if doing so would cause the number of Board members to drop below what constitutes a quorum.
- 10. Resignation:** A member of the Board of Director may resign by giving written notice to all other members of the Board of Directors or by giving oral notice at a Board meeting in person where it is recorded in the minutes.

ARTICLE VI: ELECTIONS OF THE BOARD OF DIRECTORS

An election process allows for Members to inform potential Board members of issues and areas of interest to the Members and for resident leaders wishing to be on the Board an opportunity to express their interest in representing the Membership, their priorities for their term, and any relevant experience.

- 1. Elections:** Elections shall be held every _____ year(s) (choices are 1, 2, or 3) for the Board of Directors in the _____ (month or a quarter, for example, in the first quarter of the calendar year). There shall be a fair election procedure that imposes no unnecessary restrictions on Residents who want to run for the Board. Elections shall be supervised by a disinterested third-party person or organization with experience conducting elections. The PHA may monitor the elections (24 CFR 964.130).
- 2. Eligibility:** All Members of the general Membership shall be eligible to serve on the Board of Directors, so long as they are:
 - a.** Not employed by the PHA or management in policy-making or supervisory positions (24 CFR 964.145).
 - b.** Are in compliance with their lease (24 CFR 964.125). A resident is considered in compliance with their lease even if they are in the process of a grievance or court procedure where no final determination has been made, or if they have a PHA or court agreement and are complying with it.

- c. Are not a previous Director who has been removed by recall election for good cause within the last _____ years (choose a number of years, 5 is recommended).

3. Process: The Board, or an Election Committee, can set the specific election nomination and voting process.

4. Notice: The Board is responsible for making sure that all voting Member households receive an initial written notice for the election at least thirty (30) days before voting occurs. The notice must include information about the eligibility requirements for Board members, the nomination process, and the election process (24 CFR 964.130). A final written notice of the election date, time and location shall be posted in prominent places at least seven (7) days before the election.

- a. To ensure the broadest Member participation, notices will be (delivered to each occupied unit of the development, posted in prominent places including the _____ (choose a primary location such as the management office) and _____

(state where else notice will be posted at a minimum—lobbies, community room, laundry rooms — select all that apply, recommendation is to select all options), and translated from English into Member languages, provided that there are resources.

5. Conduct of Elections:

a. Independent Third-Party: The Election Committee, or if there is not one, the Board, shall choose an independent third party to oversee the election, provide advice on the process, and conduct the election. This includes collecting and counting ballots, and certifying to the PHA that the election was fair. The PHA also has the right to monitor the election (24 CFR 964.130).

b. Voting: Voting for the Board of Directors shall be by secret written ballot. The independent third-party shall, with any Election Committee, determine the best way to verify that residents are eligible to vote without violating residents' privacy and confidentiality. This is generally done with the support of the property manager.

c. Notice of Election Results: Within _____ working days of the election (recommendation of 5; generally 10 or less), the Election Committee shall provide notice to the Membership of the election results, including the number of votes cast for each candidate by posting the information in prominent places. Within _____ working days of the election (recommendation of 5; generally 10 or less), the Board of Directors shall provide written notice to the PHA of the election results, including a list of all Board of Directors and their contact information.

6. Recall Elections: Recall elections may be held to unseat and replace a Board of Director at any time by a written request from the General Membership. The request must be signed by _____ of the Members (choose a percentage, must be at least ten percent (10%) of the units), and state the reasons for the recall request (24 CFR 964.115).

- a. Within _____ days (up to 30) of receiving the recall request, the Board must convene a meeting for the Recall Election and provide proper notice.
- b. At the meeting, a recall election must be done by a secret ballot vote, and must be overseen by a third party or organization that will provide the PHA and the resident council with a certificate attesting to the fairness of the election. Any Board Member who is facing removal has the right to speak at the meeting.

- c. If a majority of members present at the meeting vote to remove the Board Member, that person is immediately removed as a Board Member and Officer (if applicable). Any Board Member who is removed as a Board of Director must turn over all of the Board's records and accounts to the Board of Directors.
- d. The Board must follow the procedure for filling a vacancy, unless (in line with that procedure) the Board decides not to fill the vacancy.

ARTICLE VII: OFFICERS

- 1. **The Resident Council shall have Officers;** that is, members of the Board of Directors with specific responsibilities.

- 2. **Election of Officers and Responsibilities:**

The Board of Directors shall appoint among themselves by majority vote each of the Officers. **Or:** The Membership can directly elect the officers. (Choose one option)

- 3. **Positions:** The officers shall include:

- a. **President:** The President shall chair Board of Directors and General Membership meetings, represent the Membership and the Board of Directors, sign correspondence and documents on behalf of the organization (except as otherwise designated by the Board of Directors), and exercise general oversight of the organization.
- b. **Vice-President:** The Vice-President shall perform the duties of the President when the President is absent or unable to perform their duties and shall assist the President in carrying out their duties.
- c. **Secretary:** The Secretary shall take and maintain minutes of all Board of Directors and General Membership meetings and shall record attendance, whether there is a quorum, and the votes taken. The secretary shall ensure that proper notice of all meetings is given to the Members. In the absence of the Secretary, a temporary secretary may be designated to record the meeting minutes.
- d. **Treasurer:** The Treasurer shall keep the organization's financial records, sign off on checks authorized by the Board and ensure there are at least two signatures on each check, and provide regular statements of income and expenditures from all funding sources to the Board and once a year to the Membership.
- e. **Alternate Officers:** Other Board members may be elected as Alternate Officers who may assist the primary officers in carrying out their functions.

- 4. **Term of Office; Resignation, Removal from Office, and Filling of Vacancies:**

- a. **Term:** The Officers' term of office shall be the same as their term on the Board.
- b. **Resignation:** An Officer may resign by giving written notice to all other members of the Board of Directors or by giving oral notice at a Board meeting in person where it is recorded in the minutes. The resignation of an Officer shall not be deemed to be a resignation from the Board of Directors unless this is stated. Any Officer who resigns shall have the responsibility to turn over any relevant Board records and accounts to the Board of Directors.
- c. **Succession of Officers:** If an Officer is unable to serve or resigns, the remainder of the Board can decide on a successor to take on their duties.
- d. **Removal from Office:** Board members may be removed from office as described under Article VI, number 6. A Board member who is recalled also ceases to be an Officer.

ARTICLE VIII: COMMITTEES

- 1. Standing Committees:** The Board of Directors, or the Membership by a vote at a Membership meeting, may establish standing committees to carry out the goals and objectives of the organization. It may actively recruit Members to serve on committees to ensure democratic participation and to further the goals of the organization. Any standing committees shall report to the Board and Membership on their ongoing work.
- 2. Temporary Committees or Working Groups:** The Board of Directors, or the Membership upon a vote at a Membership meeting, may form temporary committees, or working groups, to further the mission of the organization.

ARTICLE IX: GENERAL FISCAL PROVISIONS

- 1. Fiscal Year:** The fiscal year of the organization shall begin on _____ and end on _____ of each year (the Resident Council may want to choose dates that align with the PHA's fiscal year).
- 2. Budgets:** Annually at a Membership meeting, the Treasurer shall provide an annual statement of income and expenditures from all funding sources. Following this, a budget will be proposed and discussed at this meeting and then adopted at this meeting or at the next Board meeting.
- 3. Expenditures of Tenant Participation Funding:** The Resident Council shall not make any expenditure of tenant participation funds received from the PHA except in accordance with a budget approved by the PHA. Such funds shall only be used for the Resident Council's ordinary and necessary business and authorized activities. This does not apply to funds raised from private or other sources.
- 4. Financial Statement to PHA:** The Resident Council will submit a financial statement to the PHA in accordance with the Resident Council – PHA agreement related to tenant participation funds. The report will account for all income received and expenditures made from tenant participation funds. This does not apply to funds raised from private or other sources.

ARTICLE X: BYLAWS

- 1. Adoption:** These Bylaws shall become effective upon approval by a majority vote of Members who are present at a properly noticed meeting.
- 2. Publication:** A copy of the most recent Bylaws must be made available to any Member of the Resident Council upon their request. A copy of these Bylaws and any amendments will be submitted to the PHA. The Board of Directors shall keep copies of the Bylaws on file, including any amendments and the date of adoption and amendment.
- 3. Translation:** The Board of Directors shall seek assistance from the PHA to arrange for copies of the Bylaws to be translated into the languages commonly spoken at the property.
- 4. Amendment of Bylaws:** The Bylaws may be amended only by a vote of 67% (2/3) of Members who are present at a regular or special Membership meeting, after proper notice which states the proposed amendments.

5. Approval: These Bylaws were approved at the Membership meeting of

(name of the Resident Council) held on _____ (date).

Signatures below of officers:

Name

Date: _____

Name

Date: _____

Name

Date: _____

Name

Date: _____

Name

Date: _____

Name

Date: _____

These Bylaws are adapted from a model created by the Massachusetts Union of Public Housing Residents, available at: <https://massunion.org/wp-content/uploads/2019/07/Sample-Bylaws-for-local-tenant-organization.pdf>