

7. The local groups are the primary units of decision and action within ACORN, and the foundation upon which the entire organization exists. As such, local groups are encouraged to make decisions and initiate actions with their local members on problems in their communities or areas of interest for the betterment of all the membership, and of ACORN as a whole.

8. Local groups are encouraged to set up committees such as membership committees which assure that the obligations of all members are met within ACORN.

9. Every local group, no matter how old or young, how big or small, will have equal voting on ACORN governing boards, and therefore enjoy an equal say in all organizational policies.

10. Local groups and their executive committees shall have full use of all ACORN facilities and resources.

11. On local group issues that could financially strip the effective support of all local groups, the local group must take responsibility with the assistance of the whole organization for the securing of resources to deal with the issue.

ARTICLE FOUR: DISTRICT BOARDS

1. Local groups are encouraged to co-ordinate wherever feasible their actions with other local affiliated groups of ACORN so that the most progress will be achieved. This also guarantees that the mutual interest of all ACORN local groups will be best served. Accordingly, local community organizations shall affiliate on a district-wide basis whenever appropriate, the district to be determined by the needs of the local groups in question.

2. The district boards shall be composed of representatives of each local group in the area. Each group shall have a seat for its chair or other duly authorized representative, and shall have one vote.

3. Decisions of the district boards on questions of policy, rules, regulations or whatever cannot supersede the authority

and responsibility of the statewide or multi-statewide authority.

ARTICLE FIVE: STATE LEVEL CO-ORDINATION

1. All local community organizations within a particular state shall be affiliated and co-ordinated on a state-wide basis. Such affiliation and coordination shall be accomplished through a State Executive Board, which will be composed of the chairs or duly authorized representatives from each affiliated local group in the state.

2. Each group represented on the Executive Board shall have one vote on all issues.

3. The affairs of the statewide organization shall be controlled by the Executive Board, and in the intervals between meetings of the membership, the Executive Board shall exercise the full powers of the organization, including the establishment of such rules, regulations and policies as may be necessary to assure the orderly conduct of the affairs of the organization, provided that such Boards take no action inconsistent with multi-state level authorities.

4. State Executive Boards are encouraged to meet at least once every month, with appropriate notice to be given to all groups informing them of the meeting. Special meetings shall be called when necessary, with appropriate notice given.

5. Executive Boards shall have authority to set up any committees, on either a temporary or permanent basis, which might be needed to help them in the handling of their responsibilities and duties.

6. Decisions of the state-wide Executive Boards on questions of policy, rules, regulations or whatever cannot supersede the authority and responsibility of multi-state authority.

7. The Association Board of Directors shall be a state's governing board until a state Executive Board is formally constituted and assumes its position. The Association Board of Directors will also mediate any conflicts that under

state Bylaws would have required mediation by the state Executive Board, until that state Executive Board is formed.

ARTICLE SIX: ASSOCIATION BOARD OF DIRECTORS

1. The corporation as a whole shall be governed by a Board of Directors.

2. The number of the Board of Directors shall be equal to one plus twice the number of state ACORN organizations affiliated with the Association, which are organized to the extent that they will have proven able to select representatives—in other words, one director being the Association President, and two directors coming from each state.

3. State delegates shall be chosen by their respective state's Executive Boards, two representatives and two alternates. The terms for each post shall be for two years, one representative's and one alternate's terms extending from odd year to odd year; the other representative's and alternate's terms extending from even year to even year.

4. For any new state to enjoy delegation rights, it must have at least three community organizations affiliated with ACORN in its state; and its right to send delegates must be approved by a majority vote of the Board of Directors; provided, however, that if the ACORN organizations have been in existence for more than 6 months, then their right to send delegations shall be presumed.

5. Each state representative shall have one vote, two votes for each state. If only one from a state delegation is able to attend a meeting, then s/he shall have authority to vote an additional second vote for her/his state.

6. The Association President shall be selected in a manner prescribed in Article Seven. Upon accepting the office of President, the individual in question shall resign from her/his position as state delegate.

7. The Association President shall serve as Chair of the Board of Directors, and shall vote only in the case of a tie.

8. If any vacancies occur in Director's posts, such positions shall be filled according to provisions set forth in these Bylaws.

9. Regular meetings of the Board should occur twice annually, once in mid-April, once in early October. Notice of the exact time and place of each regular meeting shall be sent by prepaid post no earlier than 8 weeks nor later than 2 weeks before the meeting dates. The notice provisions of this section shall not apply if consent and notice forms are signed by a number equalling a majority of the Board of Directors.

10. Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the state delegations. Notice of each special meeting of the Board of Directors shall be given to each Director at least 7 days before the day on which the special meeting is to be held. Every such notice shall state the time and place of the meeting and the purpose thereof. The business transacted at such special meetings shall be confined to the purposes stated in the notice, unless otherwise voted by the Board. The notice provision of this section shall not apply if consent and notice forms are signed by a number equal in number to at least three-fourths of the number of Directors on the Board.

11. At each meeting of the Board of Directors, at least a majority of the state delegations shall be present in order to constitute a quorum for the transaction of business. Unless otherwise indicated herein, a majority vote of a quorum shall suffice for the full validation of a Board Decision.

12. The Board may act through two-thirds written consent—i.e., a particular action, order or policy decision of the Board shall have full effect if said decision is signed by two-thirds of the voting members of the Board, and the Association President.

The Board may also act by means of a phone poll: The Association President, or the Chief Organizer with the Association President's knowledge and consent, shall poll the members of the Board by