# MUTUAL REDEVELOPMENT HOUSES, INC.

## BOARD CANDIDACY PACKAGE

Thank you for your interest in running for the Penn South Board of Directors. The nomination process will begin on Monday, August 4, 2025, and end at 5:00pm on Monday, September 15, 2025. To enter your candidacy, you must submit the following documents to the Management Office:

1. Twenty-five valid nominations from Penn South shareholders on official Nomination Forms (one nomination per apartment; non-shareholder resident nominations are not valid). Two types of official Nomination Forms have been included in this package: a multi-signature form and an individual nomination form. Candidates may pick up extra nomination forms from the Management Office or download and print these from the Penn South website.
2. Signed Ethics Form, included in this package.
3. Signed Eligibility Form, included in this package.
4. Optional Candidate Statement of no more than 400 words and optional portrait photo to be included in the official Candidate Statements booklet. *Digital Submission Only*

Deadlines for submitting your Board Candidacy Package are as follows:

- Your Nomination Forms, signed Ethics Form, and signed Eligibility Form, must be submitted by 5:00pm on September 15, 2025, by hand delivery to the receptionist in the Penn South Management Office (321 Eighth Avenue), or via email to **2025BoardElection@pennsouth.coop**.
- If you choose to submit a Candidate Statement and/or portrait photo, you will need to send these via email to **2025BoardElection@pennsouth.coop** by 5:00pm on September 15, 2025. If you wish, the Management Office can take your photo. To schedule an appointment to have your photo taken by the Management Office during business hours (9:00am – 5:00pm), email **2025BoardElection@pennsouth.coop** no later than noon on September 9, 2025.

On Wednesday, September 17, 2025, Management will announce the certified candidates by posting a notice in building lobbies.

***The 2025 Annual Shareholders Meeting and Election will take place on Sunday, November 9, 2025.***

The Management Office will notify you by email of the election results within 24 hours of the election.

If elected, you will be required to attend the following meetings that follow the Annual Election:

1. New Board Member Orientation – Date & Time TBD
2. Special Board Meeting in Executive Session, directly followed by the November Operations Committee Meeting – Monday, November 10, 2025, at 6:00pm.
3. November Board Meeting – Tuesday, November 18, 2025, at 6:00pm.

If you have any questions about this nomination package, please contact the Management Office by emailing **2025BoardElection@pennsouth.coop**.

# MUTUAL REDEVELOPMENT HOUSES, INC.

**BOARD CANDIDACY PACKAGE**
**List of Included Documents**

1. Multi-signature Board Candidacy Nomination Form (4 copies are included)
   *Also available for download from the Penn South website or for pickup at the Management Office.*

2. Individual Board Candidacy Nomination Form (4 copies are included)
   *Also available for download from the Penn South website or for pickup at the Management Office.*

3. Ethics Form

4. Eligibility Form

5. Requirements for Optional Candidate Statement & Portrait Photo

6. General Information for Shareholders Interested in Running for the Penn South Board of Directors
   a. Board Member Fiduciary Duties (for reference only)
   b. Board Member Email Policies and Guidelines (for reference only)
   c. Board Member Conflict of Interest Disclosure Form (for reference only)

7. Official Election Procedures

# MUTUAL REDEVELOPMENT HOUSES, INC.

## 2025 Penn South Board Election
## Multi-Signature Board Candidacy Nomination Form

**CANDIDATE: ________________________________BUILDING #____APT. #____**

**Shareholders:** To nominate the above shareholder for candidacy to the Penn South Board of Directors, please print and sign your name clearly and add your building and apartment number.

| | Shareholder's Printed Name | Signature of Shareholder | Building # | Apt. # |
|---|---|---|---|---|
| 1. | | | | |
| 2. | | | | |
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| 8. | | | | |
| 9. | | | | |
| 10. | | | | |

**Prospective Candidates:** You may use this official Multi-signature Nomination Form to collect nominations for your Board candidacy. Only original signatures of shareholders on this official nomination form will be accepted. Official Individual Nomination Forms are also available. As a reminder, prospective candidates must present a **minimum of 25 valid nominations** on official forms, one shareholder per apartment. *It is advisable to submit at least 35 nominations in case some are deemed invalid (e.g., duplicate nominations from the same household or nominations from non-shareholders)*.

All candidacy materials must be sent by email to **2025BoardElection@pennsouth.coop** or delivered to the receptionist at the Penn South Management Office no later than 5:00pm on Monday, September 15, 2025.

Please review the Board Candidacy Package for all candidacy requirements.

# MUTUAL REDEVELOPMENT HOUSES, INC.

## 2025 Penn South Board Election
## Multi-Signature Board Candidacy Nomination Form

**CANDIDATE: ________________________________BUILDING #____APT. #____**

**Shareholders:** To nominate the above shareholder for candidacy to the Penn South Board of Directors, please print and sign your name clearly and add your building and apartment number.

| | Shareholder's Printed Name | Signature of Shareholder | Building # | Apt. # |
|---|---|---|---|---|
| 1. | | | | |
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# MUTUAL REDEVELOPMENT HOUSES, INC.

## 2025 Penn South Board Election
## Multi-Signature Board Candidacy Nomination Form

**CANDIDATE: ________________________________BUILDING #____APT. #____**

**Shareholders:** To nominate the above shareholder for candidacy to the Penn South Board of Directors, please <u>print and sign your name clearly</u> and add your building and apartment number.

| | Shareholder's Printed Name | Signature of Shareholder | Building # | Apt. # |
|---|---|---|---|---|
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# MUTUAL REDEVELOPMENT HOUSES, INC.

## 2025 Penn South Board Election
## Multi-Signature Board Candidacy Nomination Form

**CANDIDATE: ________________________________BUILDING #____APT. #____**

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| | Shareholder's Printed Name | Signature of Shareholder | Building # | Apt. # |
|---|---|---|---|---|
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Please review the Board Candidacy Package for all candidacy requirements.

# MUTUAL REDEVELOPMENT HOUSES, INC.

## 2025 Penn South Board Election
## Individual Board Candidacy Nomination Form

**CANDIDATE: ________________________________BUILDING #____APT. #____**

**Shareholders:** To nominate the above shareholder for candidacy to the Penn South Board of Directors, please <u>print and sign your name clearly</u> and add your building and apartment number. **Return individual nomination forms to the candidate.**

| **My Full Name:** | |
|---|---|
| **My Building:** | **My Apartment:** |
| **My Signature:** | **Date:** |

**Prospective Candidates:** You may use this official Individual Nomination Form to collect nominations for your Board candidacy. Only original signatures of <u>shareholders</u> on this official nomination form will be accepted. Official Multi-signature Nomination Forms are also available. As a reminder, prospective candidates must present a **minimum of 25 <u>valid</u> nominations** on official forms, one shareholder per apartment. *It is advisable to submit at least 35 nominations in case some are deemed invalid (e.g., duplicate nominations from the same household or nominations from non-shareholders)*.

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# MUTUAL REDEVELOPMENT HOUSES, INC.

## 2025 Penn South Board Election
## Individual Board Candidacy Nomination Form

**CANDIDATE: ________________________________BUILDING #____APT. #____**

**Shareholders:** To nominate the above shareholder for candidacy to the Penn South Board of Directors, please <u>print and sign your name clearly</u> and add your building and apartment number. **Return individual nomination forms to the candidate.**

| **My Full Name:** | |
|---|---|
| **My Building:** | **My Apartment:** |
| **My Signature:** | **Date:** |

**Prospective Candidates:** You may use this official Individual Nomination Form to collect nominations for your Board candidacy. Only original signatures of <u>shareholders</u> on this official nomination form will be accepted. Official Multi-signature Nomination Forms are also available. As a reminder, prospective candidates must present a **minimum of 25 <u>valid</u> nominations** on official forms, one shareholder per apartment. *It is advisable to submit at least 35 nominations in case some are deemed invalid (e.g., duplicate nominations from the same household or nominations from non-shareholders)*.

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# MUTUAL REDEVELOPMENT HOUSES, INC.

## 2025 Penn South Board Election
## Individual Board Candidacy Nomination Form

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| **My Full Name:** | |
|---|---|
| **My Building:** | **My Apartment:** |
| **My Signature:** | **Date:** |

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# MUTUAL REDEVELOPMENT HOUSES, INC.

## 2025 Penn South Board Election
## Individual Board Candidacy Nomination Form

**CANDIDATE: ________________________________BUILDING #____APT. #____**

**Shareholders:** To nominate the above shareholder for candidacy to the Penn South Board of Directors, please <u>print and sign your name clearly</u> and add your building and apartment number. **Return individual nomination forms to the candidate.**

| **My Full Name:** | |
|---|---|
| **My Building:** | **My Apartment:** |
| **My Signature:** | **Date:** |

**Prospective Candidates:** You may use this official Individual Nomination Form to collect nominations for your Board candidacy. Only original signatures of <u>shareholders</u> on this official nomination form will be accepted. Official Multi-signature Nomination Forms are also available. As a reminder, prospective candidates must present a **minimum of 25 <u>valid</u> nominations** on official forms, one shareholder per apartment. *It is advisable to submit at least 35 nominations in case some are deemed invalid (e.g., duplicate nominations from the same household or nominations from non-shareholders)*.

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**MUTUAL REDEVELOPMENT HOUSES, INC.**

## BOARD OF DIRECTORS ETHICS POLICY

The following guidelines set forth legal, financial, and ethical issues which may arise in the functioning of the Board of Directors of Mutual Redevelopment Houses, Inc. (the Corporation). The intent of these guidelines is to protect the interests of the Corporation, while promoting the Board's ability to function within a co-operative business environment.

1. Board Members are fiduciaries and must abide by the responsibilities of fiduciaries as stated in the Memorandum of Fiduciary Duties annexed hereto.

2. Board Members shall not benefit financially from their membership and/or association with the Corporation.

3. A member of the Board of Directors who serves currently as a director, officer, employee or recognized leader in an organization applying for or receiving funds or services from the Corporation shall not be eligible to vote in the Board's consideration of all matters relating to the organization or to participate in Board discussion regarding those matters.

4. Board Members shall not accept gifts, funds and/or free services from outside entities doing business with the Corporation for any purpose. This is a zero-tolerance policy.

5. Non-profit solicitation for funds or services on behalf of the Corporation shall only be made with the full consent and knowledge of the Board of Directors. Non-profit organizations affiliated with the Corporation shall not solicit funds or services on their own behalf in the name of the Corporation.

______________________________________ ____________________

Signature Date

______________________________________

Name (Print)

Adopted by the Board of Directors on June 17, 2014

**MUTUAL REDEVELOPMENT HOUSES, INC.**

**Candidate Eligibility Form**

This form should be completed as part of the nomination and candidacy for a seat on the Board of Directors. It is designed to ensure that candidates are in compliance with the rules and requirements as set forth in our by-laws and there are no issues with your candidacy prior to the election process.

Please complete the questions below, and if there are any issues or questions you have regarding the requirements or specific facts, email **2025BoardElection@pennsouth.coop**.

1. I am a shareholder and Penn South has been my primary residence for at least two years and continues to be my primary residence. ___ Yes ___ No

2. To the best of my knowledge, I am not, nor have I been advised that I am, currently in material breach of my occupancy agreement. ___ Yes ___ No

3. I am not currently in arrears on maintenance payments in an amount equivalent to two or more months of my base maintenance charges. ___ Yes ___ No

4. I am an employee of Penn South. ___ Yes ___ No

5. I am the relative of an employee of Penn South. Relative means: spouse, parent, stepparent, parent-in-law, child (including an adopted child), stepchild, sister, brother, sister-in-law, brother-in-law, grandparent, spouse's grandparent, aunt or uncle by blood or marriage, nephew or niece by blood or marriage, first cousin by blood or marriage, or a domestic partner.
   ___ Yes ___ No

   If Yes, please explain:
   ______________________________________________________________________
   ______________________________________________________________________

6. I own, work for, or have an interest in a commercial or professional tenant at Penn South.
   ___ Yes ___ No

7. Someone living in my apartment owns, works for, or has an interest in a commercial or professional tenant at Penn South. ___ Yes ___ No

______________________________
PRINT NAME

______________________________
SIGNATURE

# MUTUAL REDEVELOPMENT HOUSES, INC.

## Requirements for Candidate Statement

Each year, the co-op will publish a Candidate Statement booklet in paper and electronic form within three weeks of the date when candidates are certified, sooner if possible. Candidates who are certified to run for the Board will be listed in this publication by name and building where they reside regardless of whether they submit a statement and/or photo. This Candidate Statement booklet serves to help shareholders identify candidates whose qualities would help serve them on the Board.

All prospective candidates are invited to submit a statement of **no more than four hundred (400) words** for inclusion in the Candidate Statement booklet. The statement may include the following: a biography, statements of policy and political views as they relate to the cooperative and the candidate themselves, and qualifications for the role of Board Member.

## Requirements for Candidate Portrait Photo

The Management Office can take your photo if you do not have one readily available. If you are submitting your own photo, make sure to follow these guidelines:

- Send the highest quality version of the photo possible. Do not reduce the file size or lower the resolution.
- The photo should show your full face, looking directly at the camera.
- Leave ample room around your head in all directions. At minimum, the photo should show from the edge of your shoulders to above the top of your head. See the sample image as an example.
- Do not crop the photo. All photos will be cropped in the same manner for the official publication to maintain consistency.

*If you choose to submit a Candidate Statement and/or portrait photo, you will need to send these via email to **2025BoardElection@pennsouth.coop** by 5:00pm on September 15, 2025. To schedule an appointment to have your photo taken by the Management Office during business hours (9:00am – 5:00pm), email **2025BoardElection@pennsouth.coop** no later than noon on September 9, 2025.*

# MUTUAL REDEVELOPMENT HOUSES, INC.

## General Information for Shareholders Interested in Running for the Penn South Board of Directors

### Elections

Elections for the Board of Directors are held at the Annual Meeting of Shareholders, which occurs during the month of October or November. Shareholders also have the option of submitting a directed proxy. The official directed proxy form is mailed to all households during the election cycle. Written advance notice of the Annual Meeting is provided to cooperators. Board members serve three-year terms, and elections are staggered so that only five seats terminate in any given year. If any seats become vacant through resignation, death or removal for cause, the Board may fill these vacancies by a majority vote until the next annual election.

### Eligibility to Run for the Board of Directors

In accordance with our by-laws and procedures, to be eligible to run for the Board,

1. You must be a Shareholder who has resided in Penn South for at least two years prior to the next Annual Meeting when officers will be elected. See Article III, Section 1, paragraph [c] of the by-laws (available on the Penn South website) for additional details regarding eligibility.
2. You must submit a completed Board Candidacy Package.

### Candidate Events

Candidates who satisfy the requirements and are certified to run for the Board of Directors are strongly encouraged to participate in the official election events sponsored by the co-op. These include:

1. <u>Candidate Forum:</u> The co-op hosts a forum for candidates. This event is recorded and available for viewing on the Penn South website and on the internal TV network for the co-op. The event is moderated by the Election Committee Chairperson(s). The event begins with each candidate making an opening statement of up to three minutes. There are three rounds of questions for candidates, all of which come from shareholders. Candidates have a maximum of two minutes to respond to the question posed to them, or they may use this time to discuss a different topic. After the questioning is complete, each candidate has up to two minutes to make their closing statement. Full details on the Candidate Forum are published to all shareholders during the election cycle.

2. Informal Meet the Candidates Event(s): The co-op sponsors one or more events where shareholders have the opportunity to meet and ask questions of candidates in a casual setting. These events do not have an official program. Shareholders may join for any portion of the event, which lasts for two hours. Filming and recording will not be permitted. Full details on the Informal Meet & Greet the Candidates Event(s) are published to all shareholders during the election cycle.

**Requirements if Elected to the Board of Directors**

Shareholders who are elected to the Board of Directors have various duties and obligations. To serve as a director of the corporation, Board Members must sign forms attesting to their understanding and agreement of these requirements. These include the Ethics Form which has already been provided in the Board Candidacy Package and the other following documents attached hereto:

1. Board Member Fiduciary Duties
2. Board Member Email Policies and Guidelines
3. Board Member Conflict of Interest Disclosure Form

NORRIS McLAUGHLIN P.A.
ATTORNEYS AT LAW

7 Time Square
21st Floor
New York, NY 10036
T: 212-808-0700
dmroberts@norris-law.com

| | |
|---|---|
| **To:** | Members of the Board of Directors<br>Mutual Redevelopment Houses, Inc. |
| **From:** | Dean M. Roberts |
| **Date:** | November 8, 2021 |
| **Re:** | Fiduciary Duties as Directors of the Co-op Corporation (the "Corporation") |

This will serve as a brief discussion of the responsibilities of Directors of the Corporation. When a shareholder of a Cooperative is elected to the Board of Directors, that person takes on a new legal relationship to the Cooperative Corporation and its cooperator-shareholders.

The Board of Directors of the Corporation is responsible for directing the management of the Corporation's business and affairs. As the Directors of the Corporation, you are obligated under New York law to act in the best interests of the Cooperative and its residents, even above your own personal self-interests. If you fail to do so, you may be subject to legal liability for breach of your fiduciary duty.

Directors are required by law to act honestly, in good faith and prudently. Directors are also required to maintain the confidentiality of the proprietary information they learn as Directors. In making their decisions and performing their duties, they are allowed by law to rely on information, opinions, reports and statements (including financial data), presented to them by the Corporation's employees and its professionals (including its lawyers, managing agents and accountants). In addition, the Corporation maintains Directors and Officers liability insurance to provide coverage and defense if you are sued in your capacity as Directors and/or Officers. The Board should become familiar with the specifics of that coverage, as there may be exceptions and deductibles.

In order to fulfill your obligations, among the things that Directors should do are the following:

1. Attend all Board meetings, except only those which you must miss for a very good reason. Otherwise, you will not be familiar with the Corporation's affairs.

2. Become familiar with and carefully follow the dictates of the Corporation's governing documents, including the By-Laws, Certificate of Incorporation, Lease and House Rules, as they provide valuable information regarding procedures and policies, as well as the purpose and function of the Corporation and the rights, responsibilities and limitations of the Directors and Officers of the Corporation. It is important for the integrity of the Corporation's operation that Directors and Officers act within the confines of their respective offices.

3. Participate in discussions, fairly consider reports and information presented to the Board and vote on all matters. In our opinion, it is better to avoid "abstaining" from voting, except for good reason (such as conflict of interest or absence from the meetings at which the issues were discussed), because that is avoiding a Director's duty to act for benefit of the shareholders.

4. Honor the confidentiality of matters which come to your attention because of your position as Director, either at Board meetings or through review of corporate records or communications sent to, by and among the Board members. As a Director, you are entitled to receive information regarding all aspects of the Corporation's affairs and operations, although we generally draw the line at access to individual shareholder files except on an authorized "need-to-know" basis. Being privy to sensitive information that is not available to the shareholders imposes a special obligation on the Directors, as releasing such information at an inappropriate time could result in damage to the Corporation and its shareholders.

5. If you, as a Director become aware of a matter or situation that in your opinion requires remedial action, bring it to the attention of the Board, as that is the venue in which such matters need to be aired and discussed, so that proper Board action can be taken if appropriate. Except in the most extreme situations, a Director should not take it upon himself or herself to seek to affect a remedy outside the framework of the Board.

6. Perform your duties in a professional and courteous manner. There is nothing gained by "personalizing" issues.

7. Do not avoid making decisions and taking on responsibilities, even when the action taken may not be the "popular" one. Examples are approving contracts (after appropriate due diligence) so that necessary work and services can be performed; allocating proper funds to pay for such work and services; and if necessary, increasing the maintenance or imposing assessments to keep the Corporation fiscally sound.

8. Avoid, to the extent possible, situations that give rise to conflicts of interest or even the appearance of such conflicts. That does not mean conflicts will not or may not arise; they are sometimes hard to avoid in today's complex and interlocking world. In such a case, the Director with the conflict must provide full disclosure of the conflict (or potential conflict) to the Board and not participate in discussions, deliberations or votes on the matter giving rise to the conflict. On a personal level, also avoid conflicts between your role as a resident of the Co-op and a member of its community, and your fiduciary functions and duties as a Director of the Corporation.

9. Observe the distinction between the role of the Board, which is to formulate policies, and the role of Management, which is to execute those policies in

conjunction with the Corporation's consultants (accountant, attorney, engineer and the like).

10. Understand and observe the limitations that apply to your conduct as a single member of the Board of Directors. This is important to avoid exposing yourself or the Corporation to liability by purporting to act for the Board or the Corporation without proper Board authorization. Do not, without express written Board authorization, such as by a duly adopted resolution, (a) communicate with any entity or person doing or seeking to do business with the Corporation, such as vendors, contractors, bidders, and commercial tenants; (b) seek to bind or obligate the Corporation to any person or party; or (c) represent yourself to be authorized to act for or on behalf of the Corporation. Usually those are roles for Officers or Management under the Board's direction.

11. Do not solicit or accept anything of value from any person or entity doing or seeking to do business with or providing services to the Corporation. The same zero tolerance rule must apply to receipt of anything of value from any person seeking to become a resident of the Co-op or (except for intra-family gifts and such) from any resident of the Co-op. Infraction of these rules could have serious legal consequences.

12. It is imperative that Directors be aware at all times that communications among themselves or with Management are not privileged and may be discovered in the event of litigation involving the Corporation or the Board. This is especially applicable to email transmittals, including such communications sent to the Board's separate email address. Accordingly, do not send any such emails which discusses substantive matters of the Corporation or the Board, as you must assume that each communication could be publicly disclosed.

13. When utilizing social media be aware and cautious to clearly differentiating your role as a Board member versus that as of a shareholder. Further, be aware of the need to maintain confidentiality of Board discussions and ensure that no proprietary information is disclosed. As we are all aware, social media can be an extremely disruptive force and it is a poor forum for Board discussions or statements of opinion.

14. Above all, recognize that there will be times when you must set aside your other desires and preferences so that the greater good of the Corporation may be served. It is expected that issues which come before the Board will be vigorously discussed and that the Directors will make their individual views and preferences known; that is why you ran for the Board and were elected. But, once the Board votes on a motion, it must be recognized that such act establishes the policy of the Corporation.

Should you have any questions as to how to address issues that you encounter as a Board member, we would be pleased to provide appropriate guidance.

**Dean M. Roberts**

cc: Ambur Nicosia - President
Ryan Dziedziech – Manger

# MUTUAL REDEVELOPMENT HOUSES, INC.

## BOARD OF DIRECTORS EMAIL POLICY AND GUIDELINES ("GUIDELINES")

Introduction

The Board of Directors ("BOD") of Mutual Redevelopment Houses, Inc. (the "Corporation") has determined in the exercise of its reasonable business judgment and discretion to provide an email address (the "Official Email") for each director of the BOD to communicate in a safe, secure, and confidential manner concerning the operations of the Corporation and the BOD only as necessary as email exchanges are not to be used to conduct debate or discussion pertaining to BOD business or for policy formulation- such exchanges should take place at meetings of the BOD or at committee meetings. As such, the BOD has established these Guidelines for each director to follow in using his or her Official Email address. This Official Email address is being furnished to you only in connection with your service as a director of the Corporation. As such, you do not own this address and should not use it for any personal business or anything not related to your service as a member of the BOD; it is owned by the Corporation. This is the address you should use for communicating with other directors and with employees of the Corporation concerning BOD related matters. This email address is not intended to be used to replace in-person discussion or communication - in-person discussion is always preferable as a means of sharing information about important issues and no voting may take place via email.

Please note that your email communications, whether on the Official Email or otherwise, may be considered business records of the Corporation or of the BOD and may be subject to discovery in the event of litigation. Please be aware of this possibility when you are communicating electronically.

If you are unable to access written communications due to any physical challenges or limitations, please notify the BOD President and the BOD will take all reasonable steps to accommodate you and provide alternative access that you can use in order to read and or participate in these important communications. If you lack access to a personal computer or personal electronic device, you can access a computer in the management offices during business hours.

Address for Notice Purposes

Please note that, pursuant to the Bylaws of the Corporation, the Official Email address provided to you by the Board shall be the email address to which the Board may send you any official notice that the Board is required to send to you under the Bylaws. Therefore, you are expected to check the Official Email address no less than daily.

Adopted by the Board of Directors on March 20, 2018

Permitted Use

The Official Email is for your use in conducting business related to, concerning, or touching upon your service as a director of the BOD of the Corporation. You should limit your use only to Board or Corporation related matters in your capacity as a director. You should, further, ONLY use the Official Email for such business and cease using your personal or any other email address for official Board or director related communications. The strong preference of the BOD is that the use of the Official Email address will be confined to scheduling matters and similar communications and not, as stated above, for purposes of debating or discussing policy matters or other issues for determination by the BOD but not for Board business[1]. To the extent that you do use your personal address for such communications, please note that these Guidelines shall be understood to apply to those personal email accounts, as well. You may not use the Official Email for your personal communications or personal affairs.

You may not use the Official Email to defame or slander any other person. You may not use the Official Email to send defamatory, discriminatory, sexually explicit messages, images and cartoons, ethnic or racial slurs, personal insults, off-color jokes, or anything that could be construed as harassment of another person or which violates any of federal, state, or local law. You should not use any email system in a way that could cause the reputation of the Corporation to be called into disrepute. You further may not use the Official Email email system to share or send copyrighted material as to which you are not the copyright owner or as to which you do not have a license.

You may not use the Official Email address to register for any third-party account without the prior authorization of the BOD.

To the extent that you become aware of any unauthorized or violative use of the Official Email system, you must report same immediately to the President of the BOD.

Remote Access

You are not permitted to access the Official Email account from a public computer or terminal as these are inherently insecure and may capture your log in information, unless you are using two-factor authentication or some reasonably equivalent secure method to protect your log in information.

You are permitted to access the Official Email account from your personal electronic device (cell phone or tablet), but you are only permitted to do so after installing the Board secure messaging system or approved application. The Board will arrange for you to have a license to use the approved application or secure messaging system, if necessary, during the time of your Board membership. Upon the termination of your membership, your license will also terminate.

[1] For the purposes of clarity, "Board business" shall be understood to be a reference to a communication where the substance of such communication is intended to take the place of Board discussion or debate or would normally be discussed in the context of a vote on a Board resolution.

Deletion or Forwarding

You are not permitted, without prior authorization, to delete emails from the BOD email server and nor are you permitted to forward emails from the BOD email server to your personal email account or to any other email account and the Board's technical support will set permissions associated with your account to prevent such use. These emails and communications are the property of the Corporation and are not your property.

Security

You will be provided with a secure password for your use. You may not share this password with any unauthorized user and you may not grant access to your email account to any unauthorized user. Similarly, you may not access any other director's email account by using that director's password or credentials.

You may receive confidential or personally identifiable information (such as, by way of example only, a person's bank account information or social security number) in the body or in an attachment to the email. You are required by these Guidelines, and possibly by federal, state, or local law, to safeguard such information and to treat it as strictly confidential. Please treat such information no less seriously than you would treat your own confidential or personally identifiable information. To the extent that you are responsible for sending personally identifiable information, only do so via a password protected file and do not include the password to that file in the email transmission which includes that protected information.

Do not click on links or attachments that you receive on your Official Email address unless you are certain that such are authentic links and attachments. If you are not vigilant, you could compromise the security of the entire system.

Do not circulate viruses. Please maintain an up to date virus checking software on any device you use to access your BOD email. Do not upload documents and email them without first passing them through an up to date virus check.

Privacy

Emails are not confidential to you personally and even though you may be issued a private password, you should have no expectation that the emails that you send or receive are, or will be, confidential and nor shall you have any expectation of privacy. Under appropriate circumstances as may be determined by the Board as a whole, or by the officers of the Board as may be necessary depending on the confidentiality and sensitivity needs associated with the decision, in consultation with counsel, your Official Email may be monitored by the Corporation's employees or by the BOD, including retrieving and reading email messages or files or attachments to email messages without notice to you.

Adopted by the Board of Directors on March 20, 2018

Termination or Suspension

Your use of the Official Email address is, and shall be, only in connection with your service as a director of the Corporation. At such time that your service concludes, your access to the Official Email service will terminate.

Please note that the failure to abide by these Guidelines may result in the suspension or termination, in the sole discretion collectively of the President, Secretary, and Treasurer of the BOD all acting together by simple majority vote, of that director's access and use of the Official Email address and electronic communication system. Discipline, such as suspension or termination, is intended to be restricted to issues pertaining to serious violations of the Guidelines, such as violations of Security and Permitted Use, as set forth above. If a director's access or use of the system is suspended or terminated, official board notice of meetings, actions, or any other matter as to which notice is required under the Bylaws will be provided to that director by personal delivery under that director's apartment door or to that director's mailbox, at the discretion of the Secretary of the BOD until such time as access to the Official Email may be restored.

If you have any questions about these Guidelines or the email system, please contact the management office.

Adopted by the Board of Directors on March 20, 2018

# MUTUAL REDEVELOPMENT HOUSES, INC.

## BOARD OF DIRECTORS
## CONFLICT OF INTEREST DISCLOSURE FORM

Per Paragraph 8 of the Mutual Redevelopment Houses, Inc. Board of Directors ethics policy, a Director with a known conflict of interest “must provide full disclosure of the conflict (or potential conflict) to the Board and not participate in discussions, deliberations or votes on the matter giving rise to the conflict.” Below, please write a full explanation of your conflict of interest.

**MUTUAL REDEVELOPMENT HOUSES, INC.**

## ELECTION PROCEDURES

Over the years, the Board has made adjustments to its election procedures. To ensure fairness and predictability for shareholders interested in running for the Board of Directors and to assist Management in overseeing the election process and provide continuity in the event of staffing changes, Management proposes that election procedures be standardized and in written form.

### Election Committee

The Board of Directors shall have an Election Committee. The Election Committee shall develop policies and procedure for board elections for approval by the Board. The Election Committee will not consider any changes in policy and procedure from commencement of the nomination process.

### Election Procedures During the Election Cycle

During the election cycle, all members of the Board of Directors are entitled to participate fully in their role as directors, including by receiving all materials distributed to Board Members, until the results of the election of directors are certified by the Board. The role of the Election Committee and Election Committee Chairs is to administer election procedures as mandated by the Board of Directors. Minor decisions that need to be made between Board of Directors meetings shall be made in a meeting called by the Election Committee Chairs to consult with counsel and the President. If the President is conflicted due to being a candidate, the executive authority passes to the next non-conflicted Officer. Major decisions that need to be made will be brought to the full Board of Directors.

### Nomination Process

The process will begin the first Monday in August and will conclude fourteen to seventeen days after Labor Day. No later than 5:00pm on the final day, candidates must submit:

1. Twenty-five valid nominations from shareholders (one nomination per apartment) on official nominating petitions. Management will provide two types of official nomination forms: a multi-signature form and an individual nomination form. Candidates may pick up nomination forms from the Management Office or download and print these from the Penn South website.
2. Signed ethics form.
3. Signed eligibility form.
4. Optional portrait photo and candidate statement of no more than 400 words.

Interested shareholders may request a Board Candidacy Package from the Management Office that explains the candidacy process and requirements. The Board Candidacy Package will explain that the Management Office will notify candidates of the election results within 24 hours of the election and, if elected, candidates will be required to attend a New Board Member Orientation, the Special Board Meeting, and the Operations Committee Meeting that follow the Annual Election.

### Eligibility Requirements

Eligibility to run for the Board of Directors is currently outlined in Article III, Section 1, paragraph [c] of the corporation's by-laws (this can be found on the Penn South website: https://www.pennsouth.coop/board-candidacy-requirements.html).

Adopted by the Board of Directors on August 16, 2023

**Candidate Statements**

Each year, the co-op will publish a Candidate Statement booklet in paper and electronic form within three weeks of the date when candidates are certified, sooner if possible. Candidates who are certified to run for the Board will be listed in this publication by name and building where they reside whether they submit a statement and/or photo. This Candidate Statement booklet serves to help shareholders identify candidates whose qualities would help serve them on the board.

Candidate Statements may include the following: a biography, statements of policy and political views as they relate to the cooperative and the candidate themselves, and qualifications for the role of Board Member. In consultation with legal counsel, Management will flag statements that are deemed impermissible* or exceed 400 words. Legal counsel will advise Election Committee chairs and President and email the candidate with the section(s) that require revision. Candidates will have 24 hours to resubmit a revised statement that is deemed permissible. Should 24 hours pass without an updated statement that is deemed permissible, the Management Office may omit impermissible language from statements, and for any statements exceeding 400 words, only the first 400 words will be included. A single sheet page will be posted on lobby bulletin boards listing the candidates alongside their optional candidate photo. A QR code at the top of the page will link to candidate's optional biographies on the Penn South website.

**As per the policy adopted on June 19, 2018, "impermissible statements" are defined as: (A) a statement, written or verbal, which demeans or attacks a person or group on the basis of legally protected attributes such as race, religion, ethnic origin, sexual orientation or gender, and (B) a statement, written or verbal, which an ordinarily prudent person uttering or issuing the statement would recognize at the time as being false or slanderous.*

**Candidate Forum**

Certified candidates are encouraged to participate in a Candidate Forum hosted online in October. The forum will consist of three-minute opening statements, three rounds of questions for which candidates have two minutes to respond and/or speak on a topic of their choosing, and two-minute closing statements. Management will arrange for a video recording of this event to be made available to shareholders. Management will announce the process for shareholders to submit written questions for this meeting over a one-week period prior to the Candidate Forum. There will be no requirement that shareholders attend the forum for their question(s) to be selected. Disclaimers will be made:

1. Questions for candidates will be chosen at random by Management with supervision of counsel.
2. No questions will be excluded without approval of counsel.
3. Questions deemed by counsel to be impermissible statements will not be included (please see * above for definition of "impermissible statements").
4. Questions that are specific to an individual shareholder will not be included (i.e., leaks, individual repairs, etc.).
5. Candidates will not be given questions ahead of time.
6. Questions may be directed at either a specific candidate or all candidates.
7. Shareholders may submit any number of questions; however, not all questions will be asked. No candidate will be given more than one question from shareholders who reside in the same household.
8. Duplicate questions for a specific candidate will not be posed more than once.

Adopted by the Board of Directors on August 16, 2023

**Proxy Forms**

Official directed proxy forms will only be handled by the election company hired by the co-op. These forms will be sent by mail to all eligible households within three days of the release of the video recording of the Candidate Forum. All proxy forms, whether submitted on paper or electronically, must be received by the election company at least two days prior to the Annual Meeting. If a shareholder submits a proxy form, they may still vote in person on the day of the Annual Meeting, and the in-person vote will automatically supersede the proxy.

**Informal Meet the Candidates Events**

Management will host two informal events, occurring after the Candidate Forum, for shareholders to meet and ask questions of candidates. Except in cases of a public health emergency, these events will be hosted in a co-op community room. All forms of recording are prohibited at this event. Participation in this event is limited to conversation with candidates at their tables and distribution of informational materials by candidates. Event participants must leave a candidate's area if requested by the candidate.

**Campaigning**

Candidates or other shareholders may put campaign literature at the door of neighbors in the co-op. Candidates may sit on lobby benches or stand in building lobbies, inviting shareholders to meet with them, but they must respect the wishes of all who decline to engage. On the day of the Annual Meeting, all forms of campaigning within a 50-foot perimeter of the door or pathway leading to the in-person voting site(s) are prohibited.

**Events by Candidate**

Candidates may host events virtually, in private residences or public outdoor areas such as the Active Recreation Area where reservations are not required, or in Penn South Community Rooms with a reservation and for the standard fee. Events in public outdoor spaces must follow all rules for the space, and candidates must provide two-business-days-notice to Management. Candidates are solely responsible for the publicity of candidate-hosted campaign events.

**Annual Meeting**

According to the corporation's by-laws, the Annual Meeting may occur in October or November. Efforts will be made to consistently schedule the meeting the second Sunday in November at 12 noon. The meeting will be conducted online. Shareholders will have the opportunity to either submit a written question during a one-week period prior to the meeting, or to ask a live question during a designated portion of the meeting. These questions should be related to cooperative matters, not individual shareholder issues nor candidacies. The meeting will remain open through the conclusion of in-person voting which shall be conducted by the election company retained by the co-op, at a designated location on the grounds of the co-op on the day of the Annual Meeting.

**Election Observation**

Election observation is allowed by a designee of a candidate for the Board of Directors. No candidate may observe. No observer may interact with any election worker. The in-person voting shall be for five hours (2:00pm to 7:00pm).

Adopted by the Board of Directors on August 16, 2023