

## Petition of Candidacy NAHC Board of Directors

Print Last Name: WILLIAMS	First Name: KIMALEE	
Street Address: 750 MAIN STREET		
City: HARTFORD	State: CT	Zip: 06104
Cell Phone: <i>(Text message reminders may be sent to you on site with updates)</i>		860-250-1046
Email: KIMALEE@FAITHASSETMGT.COM		
Office Phone: 860-250-1046		

Attach a high resolution photo of yourself to accompany your application.

### Speaking Opportunities for Candidates

Candidates approved by the Credentials Committee will have an opportunity to speak to the membership on **Saturday, November 14** during the Zoom Annual Meeting.

For candidates not present at the Annual Meeting, a designee may present an oral statement on the candidate’s behalf during either or both of these speaking opportunities.

SUBMIT PACKET **PAGES 3 – 11** TO: [mbauer@nahc.coop](mailto:mbauer@nahc.coop)

**DEADLINE DUE DATE OCTOBER 30**

For NAHC Staff Only:

Receive Date and Time \_\_\_\_\_

Posted Date and Time: \_\_\_\_\_

**PLEASE MAKE A COPY  
FOR YOUR RECORDS BEFORE SUBMITTING TO STAFF**



## NAHC Board of Directors Petition for Candidacy

Print Full Name: KIMALEE WILLIAMS

City/State: HARTFORD, CT

NAHC Membership Name: KIMALEE WILLIAMS

### Experience

Cooperative Experience: (list titles of positions held, length of services, area of expertise, etc.)

Kimalee currently serves as a NAHC Board member appointed to the Board by her role as President of the Cooperative Housing Association of New England. Kimalee serves as the Chair of the Audit Committee, Vice-chair of the Membership Services Committee and an Executive Committee member. Kimalee is also one of the organizations nationally certified trainers providing Board of Director training throughout the United States. Kimalee has been a speaker at NAHC's annual conferences for many years teaching "How To Manage Your Property Manager" among several other courses. Kimalee is a Registered Cooperative Manager and a licensed RE Sales Agent.

Local cooperative affiliation: Cooperative Housing of New England

Local experience:

Kimalee has managed several housing cooperatives in the past throughout CT and currently manages approx 200 units of cooperative housing.

Regional housing association affiliation: President - Cooperative Housing Association of New England

Regional and/or national experience:

Kimalee is the Regional Associations President and provides technical assistance and training on cooperatives to its members.

Are you currently a NAHC Board member?  Yes  No

If Yes, which meetings did you attend during the past year? (Circle all that apply)  Feb 2017  July 2017

What committees did you actively serve on? Audit, Membership Services, Executive, Bylaw Review, Regional Assoc. comm

What can you offer to NAHC's Board?

I would like to continue to provide what I hope is valuable in giving my time, energy and input into the organization. I am passionate about NAHC and I continue to be motivated to help create training programs, enhance our new board member's experience, and contribute to the growth and success of this organization. I have formed real bonds with my fellow board members and we have a great dynamic which motivates me and promotes a cohesive board that is productive.

regional member who can help grow our local

association. We want to continue to educate and inform people about the unique and unmatched benefits of cooperative housing!

Why are you running for this seat?

I want to be able to do this in the capacity of a voted member in hopes of recruiting the interest and commitment of one of our other regional members who can serve on the Board. This will allow them to bring information and experience back to our regional association so that we can continue to educate and inform our residents, lenders and finance agencies of the unmatched benefits of cooperative housing!

**Endorsements**

1. A written letter of support from an officer from your home cooperative, if applicable:  
*ATTACH WITH SUBMISSION ONLY IF APPLICABLE* **N/A - REGIONAL ASSOC PRESIDENT - no current officers avail.**

Document Title and Officer Name: **N/A** Cooperative Name: **N/A**

2. A written letter of support from a Board Member from your Regional Association:  
*ATTACH WITH SUBMISSION*

Document Title and Board Member Name: Association Name:

3. A written letter of support from a second Board Member from your Regional Association:

Document Title and Board Member Name: **DEMETRIA LINDSEY** Association Name: **CHANE**

3 additional written letters of support from NAHC members: Circle one member type—see key below

1. Letter of Endorsement Ruthie Wilder Direct  
**Document Title and NAHC Member Name: Association Name: Member Type: Region or Direct**

2. Letter of Support Blaine Honeycutt Direct  
**Document Title and NAHC Member Name: Association Name: Member Type: Region or Direct**


3. Letter of Support Tony Beck Direct  
**Document Title and NAHC Member Name: Association Name: Member Type: Region or Direct**

**Member Type Key**

**Region** = Regional Member which joins through a Regional Association such as **CNYC, FNYHC, PAHC, CAHC, CHANE, MAHC**. Indicate whether you join as an individual, coop, or as a professional.

**Direct** = Direct At-Large Members join and pay dues directly to NAHC and **do not** join or renew with a Region. Indicate whether you join as an individual, coop, or as a professional.

I, the undersigned candidate, agree to devote the time and resources to carry out the duties of being a member of the National Association of Housing Cooperatives Board of Directors.

Candidate's Signature: 

Date: 10 / 29 / 2020

## Board Member Agreement

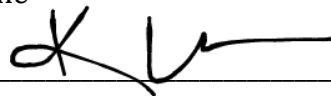
As a board member of the National Association of Housing Cooperatives (NAHC), I am fully committed and dedicated to the mission and have pledged to carry out this mission. I understand that my duties and responsibilities include the following:

1. I know my legal responsibilities for this organization and those of my fellow board members. I am responsible to know and oversee the implementation of policies and programs.
2. I accept the Bylaws and understand that I am responsible for the health and well-being of this organization.
3. I have a fiduciary responsibility with other board members, for this organization. I will know what our budget is and take an active part in reviewing, approving and monitoring the budget and fundraising to meet it.
4. I will actively remain engaged in the work of NAHC Committees and Board of Directors in between regularly scheduled meetings, which may include attending special events, writing mail appeals, teleconference calls and the like.
5. I will actively promote NAHC and encourage and support operations. I will refrain from making requests or giving special direction as an individual to management.
6. I will participate in board conference calls, be available for phone consultation, and serve on at least one NAHC committee if appropriate. Agendas are generally sent out prior to board conference calls and meetings. I will come fully prepared to discuss agenda items. If I am not able to meet my obligations as a board member, I will offer my resignation.
7. In signing this document, I understand that no quotas are being set, that no rigid standards of measurement and achievement are being formed.

I will carry out the above commitments to the best of my ability.

**KIMALEE WILLIAMS**

Name

A handwritten signature in black ink, appearing to read "K Williams", is written over a horizontal line.

Signature

**NAHC BOARD MEMBER - APPOINTED**

Title

**10/29/2020**

Date

## Board of Directors Code of Ethics

### Article I.

A Board Member has a duty of good faith and loyalty to NAHC. This means that:

- a) A Board Member owes allegiance to NAHC and must act in the best interests of NAHC while acting in his or her official capacity.
- b) A Board Member should be diligent to ensure that NAHC's interests are pursued during the meeting of the Board of Directors.
- c) A Board Member may not use the position for personal profit, gain or other personal advantage over NAHC members.
- d) A Board Member is accountable to NAHC members for his or her official actions and can be held personally liable for fraud or breach of fiduciary duty in the conduct of the Board's affairs.
- e) A Board Member who exercises honest and reasoned judgment and acts reasonably and in good faith for the best interests of the Board will not be held liable for violation of his or her fiduciary obligation to the Board. To carry out this duty, here are some guiding rules to follow:
  - i) A Board Member should not discuss personal business during a meeting of the Board of Directors to advance his or her personal interests while in official session at the expense of the Board.
  - ii) A Board Member should not make personal attacks on other Board Members, staff or NAHC members while performing official duties. Disagreements should be directed to the disagreement, not the person who raises an opposing point of view.
  - iii) A Board Member may not accept commissions or rebates that belong to the Board for his or her personal gain.
  - iv) A Board Member shall conduct his or her private life in a manner that befits the dignity of a Board Member.

### Article II.

A Board Member has a duty to use care, skill and diligence when carrying out official acts.

This means that:

- a) A Board Member is required to act honestly and in good faith, in a manner reasonably believed to be in the best interests of the Board of Directors, and with the care that a prudent person in a similar position would use under similar circumstances.
- b) A Board Member should use his or her best efforts to keep apprised of legislation or regulation that may affect the Board.
- c) A Board Member should seek the advice of experts when making decisions on behalf of NAHC's members in areas of competence in which the Board has not been trained.
- d) A Board Member must serve the interests of all NAHC members impartially and without bias.
- e) A Board Member must advocate that NAHC comply with applicable laws, codes, contracts and agreements to which NAHC is bound.

To carry out this duty, here are some guiding rules to follow:

- i) A Board Member is expected to make a diligent effort to become trained and skilled in good governance practices.
- ii) A Board Member is expected to obtain a working knowledge of laws that regulate NAHC.
- iii) A Board Member is entitled to rely upon information and reports presented by officers or other Board Members whom the director reasonably believes to be reliable and competent.
- iv) A Board Member is entitled to rely upon legal opinions, financial statements, and other information relating to matters that the director reasonably believes to be within the expertise of the person preparing the information.

### **Article III.**

A Board Member has a duty to act within the boundaries of his or her authority.

- a) The authority of a board of directors is defined in the charter and bylaws of NAHC.
- b) A Board Member's authority is limited to those acts that are transacted during the course of a duly called meeting of the board of directors with a quorum present.
- c) A Board Member may not act in an official capacity except in the context of a meeting of the board of directors unless specifically empowered to act by a majority of directors present and voting in the affirmative at a duly called meeting.
- d) A Board Member serving in official capacity may not violate government laws that regulate the operations of NAHC.

To carry out this duty, here are some guidelines to follow:

- i) The corporate charter received from the state of Delaware defines the business that the corporation can conduct. Its bylaws describe how NAHC will be operated.
- ii) The Board is obligated to comply with the bylaws of NAHC.

### **Article IV.**

A Board Member has a duty to disclose every personal conflict of interest to the Board.

- a) A Board Member is required to make a prompt and full disclosure of any material personal interest, either direct or indirect, he or she may have in a transaction to which NAHC is a party.
- b) A Board Member shall not vote on or participate in discussions or deliberations on matters when a conflict is deemed to exist other than to present factual information or to respond to questions presented.
- c) A Board Member shall assure that the minutes properly record his or her abstention on any votes on matter for which a conflict may exist.

To carry out this duty, here are some guiding rules to follow:

- i) A Board Member who has disclosed a conflict should request that the disclosure be recorded in the official minutes of the meeting.
- ii) A Board Member may vote on an issue that benefits NAHC if the issue is one that is decided for the general good of NAHC and NAHC members.

**Article V.**

A Board Member may not divulge or profit from the confidential information learned while performing official duties.

- a) A Board Member may not divulge or otherwise use for personal gain any personal information learned during the performance of official duties as a Board Member.
- b) A Board Member must hold confidential all matters involving NAHC members until such time as there has been general disclosure of that information.

To carry out this duty, here are some guidelines to follow:

- i) A Board Member must not reveal confidential bidding information from contractors or provide unauthorized information to bidders about the review of bids.
- ii) A Board Member does not have the authority to peruse files that contain private information about individual NAHC members.

**Article VI.**

A Board Member has a duty to participate in the operation of NAHC only as authorized by the bylaws or by the full board of directors.

- a) A Board Member's primary obligation is to participate in the governance and policymaking process of NAHC and not its operations.
- b) A Board Member should not interfere with the enforcement of policies except during a meeting of the board of directors.

To carry out this duty, here are some guiding rules to follow:

- i) An individual Board Member is not empowered to provide day-to-day work instruction to staff unless clearly authorized to do so during a meeting of the board of directors.
- ii) An individual Board Member does not have authority to waive compliance with any policy of the entire board of directors.

**KIMALEE WILLIAMS**

Name

A handwritten signature in black ink, appearing to read "K Williams", written over a horizontal line.

Signature

**NAHC BOARD MEMBER - APPOINTED**

Title

**10/29/2020**

Date



## Conflict of Interest Policy and Disclosure Form

1. **Policy Statement.** All Directors, Officers, Employee and Volunteers (the "Insiders") should avoid both actual and apparent conflicts of interest that would interfere with their ability to discharge their fiduciary responsibilities to the National Association of Housing Cooperatives ("NAHC"). NAHC requires all Insiders to follow ethical standards, to be in compliance with all laws, and to avoid any undisclosed conflict of interest, or appearance of such.

2. **Conflict of Interest Defined.** The term "conflict of interest" includes, but is not limited to, circumstances where an Insider, or a member of his or her immediate family (spouse or domestic partner and child, sibling, or their spouse(s) or domestic partner(s)):

- a) Owns any financial or other proprietary interest in any entity supplying (or seeking to supply) goods or services to NAHC;
- b) Receives any substantial benefit from a third party on account of that party's past, present, or future business relationship with NAHC;
- c) Receives any substantial financial benefit from a pending decision of NAHC, other than an employee's salary in the normal course of NAHC's operations; or
- d) Serves as an officer, director, employee or committee member of any competing organization, i.e., any nonprofit (excluding NAHC's regional associations) or business enterprise whose purposes, products, and/or services compete, or conflict with those of NAHC.

3. **Disclosure of the Existence of a Conflict.** If any Insider of NAHC knows, believes, or has reason to know or believe, that a conflict of interest exists with respect to any transaction involving NAHC, or any decision of the Board, or any action taken by an Insider, such person shall inform the Board of the existence of such conflict of interest or potential conflict of interest.

4. **Effect of the Existence of a Conflict of Interest.** In the event that it is determined that a conflict of interest exists, and the Insider has made full disclosure of the facts surrounding the conflict, then the Board of Directors shall determine whether the Insider may fully participate in the deliberations and vote on, or participate in the proposed transaction. If the Insider merely discloses the existence of the conflict of interest or potential conflict of interest, yet fails to disclose or is prohibited from disclosing all material facts regarding the conflict, then such Insider shall be prohibited from participating in any manner or form in the deliberations or decisions regarding the affected transaction.

KIMALEE WILLIAMS

Name



Signature

NAHC BOARD MEMBER - APPOINTED

Title

10/29/2020

Date

## Disclosure Statement

I have reviewed the NAHC Conflict of Interest Policy and agree to be bound by its provisions for the duration of my appointed or elected term, or employment.

Competing organizations or other vendors or persons with whom I have business relationships and organizations on whose Boards I sit or serve as a consultant:

**KIMALEE WILLIAMS**

Name

A handwritten signature in black ink, appearing to read "K Williams", written over a horizontal line.

Signature

NAHC BOARD MEMBER - APPOINTED

Title

10/29/2020

Date

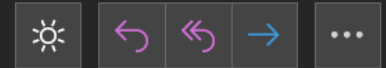
## Letter of Endorsement



Ruthie Wilder <[wilder.ruthie@yahoo.com](mailto:wilder.ruthie@yahoo.com)>

To Mik Bauer

Cc Ruthie Wilder; Kimalee Williams



12:57 PM

To Donna Curvin-Chair of Credentials Committee

I Ruthie L. Wilder presently serve on Potomac Association of Housing Cooperatives, Inc. Board of Director. I'am endorsing Kimalee Williams to run for NAHC Board of Directors. Please contact me if there are any questions.

Regards,  
Ruthie L. Wilder

**COOPERATIVE HOUSING ASSOCIATION OF NEW ENGLAND**

**750 MAIN STREET  
HARTFORD, CT 06104  
860-250-1046**

**October 29, 2020**

**To Whom It May Concern:**

**Please allow this letter to serve as support of Kimalee Williams' candidacy for a Board seat on the National Association Housing Cooperatives Board of Directors.**

**I believe Kimalee has the expertise, experience and energy necessary to be a valuable asset to the NAHC Board.**

**Sincerely,**

A handwritten signature in cursive script that reads "Demetria Lindsay". The signature is written in black ink and is positioned above the printed name.

**Demetria Lindsay  
CHANE Board Director**

**October 29, 2020**

**Dear NAHC,**

**Due to the pandemic, I understand that the candidate endorsement process has been changed. Therefore I am writing to provide my support for Kimalee Williams to be elected to the National Association of Housing Cooperatives' Board of Directors. I am a member of NAHC and a member of MAHC.**

**Sincerely,**

  
**Blaine Honeycutt**

**Vice President of MAHC**

10/29/2020

To NAHC Election Committee:

I Tony Beck being a member of the NAHC board of directors recommend and endorse Kimalee Williams for election to the NAHC board of directors.

Anthony Beck

Signature:

A handwritten signature in black ink that reads "Anthony Beck". The signature is written in a cursive style with a large, stylized initial "A".