

By-Laws  
Of  
Co-Op Name Here, Inc.

ARTICLE I: NAME AND PRINCIPAL OFFICE

The name of this Corporation is Co-Op Name Here. Its principal office is located at \_\_\_Street, City, State Zip\_\_\_.

ARTICLE II: PURPOSE

The purpose of this corporation is to provide its members with housing and community facilities, if any, on a non-profit basis consonant with provisions set forth in its Articles of Incorporation.

ARTICLE III: MEMBERSHIP

Section 1 Eligibility

Any natural person approved by the Board of Directors in accordance with these By-Laws and applicable Regulations of the Department of Housing and Urban Development (here in after referred to as “HUD”) shall be eligible for membership, provided that he or she executes an Occupancy Agreement in the usual form employed by the Corporation. The Occupancy Agreement will outline the specific requirements in accordance with the proprietary right to live in a specific unit. A Subscription Agreement outlining the purchase of the individual share membership.

Section 2 Application for Membership

Application for membership shall be presented in person on a form that has been approved by the Board of Directors. All such applications shall be acted upon promptly by the Board of Directors or its authorized representative(s).

Section 3 Members, Authorized Memberships and Occupancy Agreements.

- (a) The members shall consist of such subscribers as have been approved for membership by the Board of Directors or their designee, who have paid for their memberships in full and received membership certificates and have executed an Occupancy Agreement.
- (b) The authorized membership of the Corporation shall consist of     regular memberships, all of one class, with a par value of \$\_\_\_ each. The Corporation is authorized to increase the equity paid in by its members, and to provide for payment of additional equity monies in installments as part of the carrying charges for the dwelling unit.

- (c) The corporation will offer to the members, Occupancy Agreements on the dwelling units. The Occupancy Agreement will identify the monthly housing charge and will specifically describe the specific rules and regulations. A copy of the Occupancy Agreement is included in the membership handbook.

#### Section 4 Membership Certificates

Each membership certificate shall state that the corporation is organized under the laws of the State of                     , the name of the registered holder of the membership represented thereby, the Corporation's lien rights as against such membership as set forth in this Article, and the preferences and restrictions applicable thereto, shall be in such form as shall be approved by the Board of Directors. Membership certificates shall be consecutively numbered, bound in one or more books, and shall be issued there form upon certifications as to full payment. Every membership certificates shall be signed by the President or Vice President, and the Secretary or Assistant Secretary, and shall be sealed with the corporate seal.

#### Section 5 Lost Certificates

The Board of Directors may direct that a new certificate or certificates be issued in place of any certificate or certificates previously issued by the Corporation and alleged to have been destroyed or lost, upon the making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed. When authorizing such issuance of a new certificate or certificates, the Board of Directors may, in its description, and as a condition precedent to the issuance thereof, require the registration owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as the Board of Directors may require, and to give the Corporation a bond in such sum as the Board of Directors may require, as indemnity against any claim that may be made against the Corporation.

#### Section 6 Transfer of Membership

Except as provided herein membership shall not be transferable and, in any event, no transfer of membership shall be made upon the books of the Corporation within ten (10) days preceding the next annual meeting of the members. In all transfers of membership, the Corporation shall be entitled to a fee it deems appropriate to compensate it for the processing of the transfer.

- (a) Death of a member

If, upon death of a member, membership in the Corporation passes by will or interstate distribution to a member of his immediate family, such legatee or distributee may apply for membership in accordance with the screening policy within sixty (60) days after the members' death. If

accepted, the incoming member must pay all amounts due. If the obligation is not assumed in accordance with the foregoing, then the Corporation shall have an option to purchase the membership from the deceased member's estate in the manner provided in paragraph (b) of this section, written notice of the death being equivalent to notice of intention to withdraw. If the Corporation does not exercise such option, the provisions of paragraph (c) of this section shall be applicable, the references to "member" therein to be construed as references to the legal representatives of the deceased member.

(b) Option of Corporation to Purchase

If the member desires to leave the housing development, he shall notify the Corporation in writing of such intention and the Corporation shall have an option, for a period of thirty (30) days commencing the first day of the month following its receipt of such notice, but not the obligation, to purchase the membership, together with all of the member's rights with respect to the dwelling unit, at an amount to be determined by the Corporation as representing the transfer value thereof, less any amounts due by the member to the Corporation under the Occupancy Agreement, and less the cost or estimated cost of all the deferred maintenance, including painting, redecorating, floor finishing, and such repairs and replacements as are deemed necessary by the Corporation of the membership will immediately terminate the member's rights and the member shall forthwith vacate the premises.

(c) Procedure where the Corporation Does Not Exercise Option

If the Corporation waives in writing its right to purchase the membership under the foregoing option, or if the Corporation fails to exercise such option within a thirty (30) day period, the member may sell his membership to any person who has been duly approved in accordance with these By-Laws and HUD regulations by the Corporation as a member and occupant. If the Corporation agrees, at the request of the member, to assist the member in finding a purchaser, the Corporation shall be entitled to charge the member a reasonable service charge for this service. When the new Occupancy Agreement is executed, the retiring member shall be released of his obligations under his Occupancy Agreement, provided he has paid all amounts due the Corporation to date.

(d) Transfer Value

Whenever the Board of Directors elects to purchase a membership, the term "transfer value" shall mean the sum of the following:

- (1) The consideration (i.e., Subscription Price) paid for the membership by the first occupant of the unit involved, as shown on the books of the Corporation; plus
- (2) Any additional payments made directly by the member to increase his equity; plus
- (3) The value (as determined by the Directors) of any improvements installed at the expense of the member with the prior approval of the Directors, under a valuation formula which does not provide for reimbursement in an amount in excess of the typical initial cost of the improvements; plus
- (4) The amount computed in accordance with the table of annual increases that will be determined through the current market rate. A market rate study will be completed and the appropriate dollar amount will be used accordingly. The market study will be completed on a yearly basis and changes will be made accordingly. The current schedule will be published annually and distributed accordingly.

#### Section 7 Termination of Membership for Cause

In the event the corporation has terminated the rights of member under the Occupancy Agreement, the member shall be required to deliver promptly to the Corporation his membership certificate and his Occupancy Agreement, both endorsed in such manner as may be required by the Corporation. The Corporation shall thereupon at its election either (1) repurchase said membership at transfer value (as hereinabove defined) or the amount the retiring member originally paid for the acquisition of his membership certificate, whichever is the lesser, or (2) proceed with reasonable diligence to effect a sale of the membership to a purchaser, and at a sales entitled acceptable the amount do determined, less the following amounts (the determination of such amounts by the Corporation to be conclusive):

- (a) Any amounts due to the Corporation from the member under the Occupancy Agreement;
- (b) The cost or estimated cost of all deferred maintenance, including painting, redecorating, floor finishing, and such repairs and replacements as are deemed necessary by the Corporation to place the dwelling unit in suitable condition of another occupant; and
- (c) Legal and other expenses incurred by the Corporation in connection with the default of such member and the resale of his membership, and including legal fees and expenses incurred at any time by the Corporation and the Professional Management Agent in connection with other defaults

or proceedings in which he was involved. In the event the retiring member for any reason should fail for a period of ten (10) days after demand to deliver to the Corporation his endorsed membership certificate, said membership certificate shall forthwith be deemed to be cancelled and may be reissued by the Corporation to a new purchaser.

### Section 9 Sales Price

Memberships may be sold by the Corporation or the member only to a person approved by the Board of Directors in accordance with these By-Laws and the requirements of the Regulatory Agreement, and the sales price shall not exceed the transfer value as provided in this Article. A service charge, not to exceed greater of (i) \$100.00 or (ii) .5% of the sum of the allocated value of the unit and the sales price, may be charged by the Corporation, if the Corporation assists in the sale of the membership share. Where the sale is accomplished by a member, a certificate in a form approved by HUD as to the price paid shall be executed by the seller and purchaser and delivered to the Corporation.

## ARTICLE IV: MEETING OF MEMBERS

### Section 1 Place of Meetings

Meetings of the membership shall be held at the principal office or place of business of the Corporation, or at such other suitable place convenient to the membership as may be designated by the Board of Directors.

### Section 2 Annual Meetings

The annual meeting of the Corporation shall be held on the second Tuesday of April each year; provided, however, that the Board of Directors may in any year fix the date of the annual meeting within a period of thirty (30) days before or after said date. At such meeting, there shall be elected by ballot of the members a Board of Directors in accordance with the requirements of Section 3 of Article V of these By-Laws. The members may also transact such other business of the Corporation as may properly come before them.

### Section 3 Special Meetings

Within five (5) days after the earliest of the following dates: (a) the date directed by resolution of the Board of Directors for calling a special meeting of the members; (b) the date upon which a petition signed by twenty percent (20%) of the members in good standing was presented to the Secretary asking for such special meeting; or (c) the date of mailing by HUD of a registered or certified letter to the Corporation at its office, requesting such a meeting, it shall be the duty of the President to call such a special meeting. The President must notify the Secretary to serve notice of the special meeting which may not, in any case, be scheduled less than ten (10) nor more than fifteen (15) days after the President has so notified the Secretary. If the meeting is not called within

the twenty (20) day period, then another director may do so or a duly authorized representative of HUD may do so. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths (4/5ths) of the members present, either in person or by proxy. Notwithstanding any other provisions of this Section, no special meetings may be called by the members until a time subsequent to the date of the Board of Directors, or by a duly authorized representative of HUD.

#### Section 4 Notice of Meetings

It shall be the duty of the Secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held to each member of record as it appears on the membership book of the Corporation, or if no such address appears, at the last known place of address. In the case of an annual meeting, service must be accomplished at least ten (10), but no more than sixty (60), days prior to such meeting. In the case of a special meeting, service must be accomplished at least ten (10) but no more than fifteen (15) days prior to such meeting. Service may also be accomplished by the delivery of such notice to the member at his dwelling unit or last known address. Notice by either method shall be considered service of notice. Notices of all meetings shall be mailed to the Area Manager of the local office of HUD.

#### Section 5 Quorum

The presence, either in person or by proxy, of at least twenty-five percent (25%) of the members of record and in good standing of the Corporation shall be requisite for, and shall constitute a quorum for the transaction of business at all meetings of the members. If the number of members at a meeting drops below the quorum and the question of a lack of quorum is raised, no business may thereafter be transacted.

#### Section 6 Adjourned Meetings

If any meeting of members can not be organized because a quorum has not been attended, or a meeting has been ended because the number of members at said meeting has dropped below the quorum, the members who are present, either in person or by proxy, may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

#### Section 7 Voting

At every meeting of the regular members, each member present in person or by proxy shall have the right to cast one vote on each question and never more than one vote. The vote of the majority of those present, in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute or the Articles of Incorporation or these By-Laws, a different vote is required, in which case such express provision will govern and control. No member shall be

considered in good standing or eligible to vote or to be elected to the Board of Directors who is shown on the books or management accounts of the Corporation to be delinquent in payments due the Corporation under his Occupancy Agreement or has not paid the carrying charges in full, including all costs, attorneys' fees, penalties and other expenses properly charged against him for his dwelling unit for the current month and any other obligations owed to the Corporation. For any meeting, the determination of good standing shall be made as of a time seventy-two (72) hours prior to the date of said meeting.

### Section 8 Proxies

A member may appoint only another member as his proxy. In no case may a member cast more than one vote by proxy in addition to his own vote. Any proxy must be filed with the Secretary before the appointed time of each meeting.

### Section 9 Order of Business

The order of business at all regularly scheduled meetings of the regular members shall be as follows:

- (a) Prayer (optional)
- (b) Roll call and Treasurer's certification as to eligibility of members.
- (c) Proof of notice of meeting or waiver of notice.
- (d) Reading of minutes of preceding meeting.
- (e) Report of the Management Agent.
- (f) Reports of Officers.
- (g) Reports of Committees.
- (h) Election of inspectors of election.
- (i) Election of Directors.
- (j) Unfinished business.
- (k) New business.

In the case of special meetings, items (a) through (e) shall be applicable and thereafter the agenda shall consist of the items specified in the notice of the meeting. If present, a representative of HUD, and the Professional Management Agent will be given an

opportunity to address any regular or special meeting with respect to any item in the Order of Business or any other matter.

### Section 10 Conduct of Meetings

The recent edition of Roberts Rules of Order shall govern the conduct of all meetings of members when not in conflict with these By-Laws.

## ARTICLE V: DIRECTORS

### Section 1 Number and Qualifications

Prior to the first annual membership meeting (as provided in Article IV, Section 2 of these By-Laws), the affairs of the Corporation shall be governed by a Board of Directors composed of nine (9) persons, a majority of whom shall be members of the Corporation.

### Section 2 Duties and Responsibilities

The Board of Directors shall have all the powers, duties, and responsibilities necessary for the administration of the affairs of the Corporation and may do all such acts and things as are not by law or by these By-Laws directed to be exercised and done by the members. The duties and responsibilities of the Board of Directors shall include but not be limited to:

- (a) To accept or reject all applications for membership and admission to occupancy of a dwelling unit in the cooperative housing project;
- (b) Subject to the approval of HUD, to establish monthly housing charges as provided for in the Occupancy Agreement, in amounts sufficient to meet the Corporation's financial requirements fully, based on an operating budget, formally adopted by the Board of Directors, and on a timely basis, to modify and formally adapt the operating budget to meet changing requirements;
- (c) Subject to the approval of HUD, to engage an agent or employees for the management of the housing development under such terms as the Board may determine;
- (d) To terminate membership and occupancy rights for cause; and particularly to require that very prompt action be taken to evict members who fail to pay all carrying charges or perform any other of their obligations to the Corporation;
- (e) To promulgate such rules and regulations pertaining to use and occupancy of the premises as may be deemed proper and which are consistent with

these By-Laws, the Articles of Incorporation, and the Regulatory Agreement.

### Section 3 Election and Term of Office

The term of office of the Directors shall be fixed as follows: three (3) Directors for three (3) years; three (3) Directors for two (2) years; and three (3) Directors for one (1) year. At the expiration of the initial term of office of each respective Director, his successor shall be elected to serve a term of three (3) years. The Directors shall hold office until their successors have been elected and hold their first meeting. Directors appointed to office because of the termination of Directors will hold office for a term equivalent to that of the Directors who were replaced.

### Section 4 Vacancies

Any Director who terminates his membership will automatically relinquish his office of Director. Vacancies in the Board of Directors among the Directors created by this action or any other reason other than removal of a Director by a vote of the membership shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so appointed shall be a Director until a successor is elected by the members at the next annual meeting to serve out the unexpired portion of the term.

### Section 5 Removal of Directors

At any regular or special meeting duly called, any Director may be removed with or without cause by the affirmative vote of the majority of the entire membership of record, and a successor may then and there be appointed to fill the vacancy thus created. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting. Any Director who is not in good standing shall not be eligible to participate in a meeting of the board of Directors. The term of any Director who becomes more than thirty (30) days delinquent in payment of his carrying charges shall be automatically terminated and the remaining Directors shall appoint his successor as provided in Section 4 above. HUD shall have the power to remove any Director for failure to perform his duties satisfactorily or for any other cause, which is permitted by HUD regulations.

### Section 6 Compensation

No compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid to a Director for services performed by him for the Corporation or in any other capacity, unless a resolution authorizing such remuneration shall be unanimously adopted by the Board of Directors before the services are undertaken. No remuneration or compensation shall in any case be paid to a Director without the approval of HUD. A Director or family member or relative of a Director may not be an employee of the Corporation.

### Section 7 Organization Meeting

The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at such Directors, were elected, and no notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, providing a majority of the whole Board shall be present.

### Section 8 Regular Meetings

Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least four (4) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting. All meetings of the Board of Directors (both regular and special) shall be open to the membership.

### Section 9 Special Meetings

Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personally or by mail, telephone, or telegraph, which notice shall state the time, place (as hereinabove provided), and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice, on the written request of at least five (5) Directors.

### Section 10 Waiver of Notice

Before or at any meeting of the Board of Directors any Director may, in writing waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. Where all of the Directors unanimously approve and sign a corporate resolution or authorization (which is to be included in the minute book), which shall be recognized as proper corporate action taken at a duly authorized meeting, without proceeding under the provisions herein that would otherwise be applicable for calling and holding Directors' meetings.

### Section 11 Quorum

At all meetings of the Board of Directors, a majority of the Directors in good standing shall constitute a quorum for the transaction of business, and the acts of the majority of such Directors present at a meeting at which a quorum is present, shall be the acts of the Board of Directors. The meeting will not be held if a quorum is not present.

## Section 12 Fidelity Bonds

The Board of Directors shall require that all Directors, officers and employees of the Corporation handling or responsible for corporate or trust funds furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Corporation.

## Section 13 Committees

### (a) Appointed Committees

The Board of Directors, by a resolution or resolutions, adopted by a majority of the members of the Board, may appoint such committees, as it deems appropriate to facilitate the efficient management of the Corporation's affairs. Each committee shall have and may exercise such powers as shall be conferred or authorized by the resolution appointing it; provided, that no such committee shall have any power to bind the Corporation. A majority of any such committee may determine its action and may fix the time and place of its meetings, unless provided otherwise by the Board of Directors. The Board of Directors shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge any such committee. Each such committee shall keep a written record of its acts and proceedings, and shall submit such record to the Board of Directors at each regular meeting thereof, and at such other times as requested by the Board of Directors.

### (b) Nominating Committee

The Nomination Committee shall consist of five (5) members. The President shall elect the members of the Committee from among the members of the Corporation. The Committee shall conduct continuing studies of the size and composition of the Board of Directors and, from time to time, shall make recommendations for the enlargement or reduction in the size of the Board. Prior to such election, the Committee shall recommend and nominate the nominees for election to the Board of Directors; provided, however, that other candidates may be nominated by submitting to the Secretary of the Corporation twenty (20) days before an election a petition signed by thirty-five (35) members. The Committee shall perform such other functions as, from time to time, the Board of Directors shall delegate to it.

## ARTICLE VI: OFFICERS

### Section 1 Designation

The principal officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be elected by and from the

Board of Directors. The Directors may appoint Assistant Vice Presidents, Assistant Treasurers, and Assistant Secretaries, and such other officers as in their judgment are deemed advisable.

#### Section 2 Election of Officers

The officers of the Corporation shall be elected annually by the Board of Directors at the organization meeting of each new Board within ten (10) days of the election.

#### Section 3 Removal of Officers

Upon an affirmative vote of a majority of the members of the Board of Directors, any officers may be removed, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

#### Section 4 President

The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. He shall have all the general powers and duties which are usually vested in the office of president of a corporation, including but not limited to the power to appoint committees from among the membership from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Corporation.

#### Section 5 Vice President

The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board of Directors to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

#### Section 6 Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of the Corporation; he shall have the custody of the seal of the Corporation; he shall have charge of the membership transfer books and of such other books and papers as the Board of Directors, may direct; and he shall, in general, perform all the duties incident to the office of Secretary.

#### Section 7 Treasurer

The Treasurer shall have the responsibility for corporate funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements for the deposit of all monies and other valuable effects in the name, and to the credit, of the

Corporation in such depositories as may from time to time be designated by the Board of Directors.

## ARTICLE VII: RIGHTS OF HUD

### Section 1 Rights

The management, operation and control of the affairs of the Corporation shall be subject to the rights, powers and privileges of HUD pursuant to a Regulatory Agreement between the Corporation and HUD. The Corporation is bound by the provisions of the Regulatory Agreement, which is a condition precedent to the insurance of a mortgage or mortgages of the Corporation on the housing development and the Corporation's receipt of various subsidy payments, if any.

## ARTICLE VIII: AMENDMENTS

These By-Laws may be amended by the affirmative vote of the majority of the entire regular membership of record in good standing at any regular or special meeting, provided that an amendment shall not become effective unless and until it has received the written approval of HUD. Amendments may be proposed by the Board of Directors or by petition signed by at least twenty percent (20%) of the members in good standing. A description of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment is to be voted upon.

## ARTICLE IX: CORPORATE SEAL

The Board of Directors shall provide a suitable corporate seal containing the name of the Corporation, which seal shall be in the charge of the Secretary. If so directed by the Board of Directors, a duplicate of the seal may be kept and used by the Treasurer or any Assistant Secretary or Assistant Treasurer.

## ARTICLE X: FISCAL MANAGEMENT

### Section 1 Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

### Section 2 Books and Accounts

Books and accounts of the Corporation shall be kept by the Treasurer and in accordance with the Uniform System of Accounts prescribed by HUD.

### Section 3 Auditing

At the close of each fiscal year, the books and records of the Corporation shall be audited by a Certified Public Accountant or other person acceptable to HUD, whose report will be prepared and certified in accordance with the furnish its members with an annual financial statement including the income and disbursements of the Corporation. The Corporation will also supply the members, as soon as practicable after the end of each calendar year, with a statement showing each member's prorate share of the real estate taxes and mortgage interest paid by the Corporation during the preceding calendar year.

### Section 4 Inspection of Books

Financial reports such as are required to be furnished to HUD and the membership records of the Corporation shall be available at the principal office of the Corporation for inspection at reasonable times by any member; provided, that personal financial information of any member may only be disclosed to that member.

### Section 5 Execution of Corporate Documents

With the prior authorization of the Board of Directors, all notes and contracts, including Occupancy Agreements, shall be executed on behalf of the Corporation by either the President or the Vice President, and countersigned by either the Secretary or Treasurer.

### Section 6 Association with Other Cooperatives

The Corporation may become a member of an association of cooperatives which join together for purposes of mutual aid and if advancing the cooperative movement as a means of providing housing for consumers. Funds may be spent for such activities or travel; provided, that on the date of incurring an obligation for such expenditures, the Corporation is current in its payments to the Corporation's mortgagee and other creditors. The amount each year so spent must be approved in advance at the annual membership meeting and be included in the budget.

## ARTICLE XI: SEVERABILITY PROVISION

If any term or provision of these By-Laws or the application thereof to any persons or circumstances shall, to any extent and for any period of time, be invalid or unenforceable, said term or provision or the application thereof shall be considered inoperative, and the remainder of the By-Laws and the application of its terms or provisions to persons or circumstances, other than those to which it is held invalid or unenforceable, shall not be affected thereby.