

BY-LAWS

TEXAS CHAPTER OF THE NATIONAL ASSOCIATION OF HOUSING AND REDEVELOPMENT OFFICIALS

ARTICLE I

NAME AND JURISDICTION

The name of this organization shall be the TEXAS CHAPTER OF THE NATIONAL ASSOCIATION OF HOUSING AND REDEVELOPMENT OFFICIALS (TX-NAHRO). It shall operate within the geographic areas of Texas subject to provisions of the Constitution of NAHRO and these By-laws.

ARTICLE II

OBJECTIVES AND PURPOSES

The purpose of the Texas Chapter of NAHRO is to serve a membership engaged in providing persons of low and moderate income with the opportunity to live in adequate and safe housing and improving the quality of life for all within a community through development, redevelopment, conservation and rehabilitation activities. To do this, the Chapter shall have the following objectives:

1. To develop and improve professional standards and practices in the administration of housing, community and economic development;
2. To serve as a forum for the exchange of knowledge, ideas and experience;
3. To further develop professional skills through meetings, training, seminars and education programs.
4. To facilitate effective relationships among all levels of government in the development and implementation of housing, community and economic development programs and responsibilities.
5. To cooperate and collaborate with other agencies, associations and groups, both public and private, having similar or related purposes.
6. To provide safe, decent, and affordable housing to individuals and families with low to moderate incomes using low income housing tax credits, tax exempt financing, and other methods of financing.
7. To provide financial support, credit, funds, capital, gifts, and all other lawful forms of financial and other assistance to individuals and organizations for the

development, acquisition, rehabilitation, and preservation of decent and affordable housing for low to moderate income individuals and families.

8. To promote and facilitate public and private financing in affordable housing and in the development and modernization of Public Housing that creates mixed income communities and mitigates the concentration of low income residents.
9. Provide capacity building assistance, including but not limited to administrative, technical, programmatic, planning, operational, financial, resource development, and management, to assist the members in enhancing the efficiency and effectiveness of their operations and their ability to serve the housing and community development and other needs of their communities.
10. Develop and maintain an effective communications programs, including electronic communications.

ARTICLE III

MEMBERSHIP

SECTION 1. - INDIVIDUAL – ACTIVE

Any person residing or employed within the State of Texas who has an elective, appointive, ex-officio position with or is employed by any governmental body, public agency or organization that administers housing and community development programs and activities shall be eligible for active membership in the Association. Every active member in good standing shall have the right to participate in all activities open to the membership of the Association and shall have full voting rights. An active member who ceases to qualify for active membership by reason of change of employment or other reason may retain active status until the conclusion of that membership period and then shall have the option of becoming an affiliate member. Active membership becomes effective upon payment of established dues for each membership period.

SECTION 2. - AGENCY MEMBERSHIP ACTIVE

Any public agency having to do primarily with housing and community development may be an active agency member by paying the prescribed dues. Each active agency member shall be entitled to cast one vote in any action taken by vote of the members. Such vote shall be, cast by the Chairperson of the agency's governing body, or by the agency's chief executive officer in the absence of the chairperson or by a member of the agency's governing body or staff if duly designated in writing by the agency's governing body's chairperson or chief executive officer.

SECTION 3. - AFFILIATE MEMBERSHIPS

Any person, public agency, resident organization, and professional organization interested in the purposes and activities of TX-NAHRO may be an affiliate member by

paying the prescribed dues. Affiliate members shall include, but not be limited to, residents and organizations of residents of a Public Housing and other affordable housing developments, a participant in the Section 8 Existing Housing Program, an employee or office of the U. S. Department of Housing and Urban Development (HUD) and U. S. Department of Agriculture (USDA), architects, engineers, accountants, consultants, planners, attorneys, appraisers, developers, and financial institutions and their employees. Affiliate members shall have all rights of active members, including eligibility for appointments to committees, unless there exists a possible conflict of interest, except the right to vote and hold office.

SECTION 4. - LIFETIME MEMBERSHIP

A Lifetime Membership may be given by a majority vote of the members present at an Annual Meeting to individuals who have rendered outstanding service to the TX-NAHRO. Nominations shall be made to the Executive Board who shall recommend approval to the membership. Lifetime members shall be exempt from paying dues and shall receive complimentary registrations to meetings, conferences, and workshops of TX-NAHRO.

SECTION 5. - DUES

Membership dues shall be established by the Executive Board.

ARTICLE IV

EXECUTIVE BOARD

SECTION 1. - COMPOSITION

The administration of the affairs of the Chapter shall be vested in the Executive Board, all members of which shall be active individual members of NAHRO and the Texas Chapter of NAHRO. The Board will consist of the following:

With Voting Status:

- Officers of the Chapter
- Twenty (20) Directors who shall be generally representative of the membership
- Any current NAHRO or SWRC/NAHRO and NAHRO officer residing in Texas
- All past Presidents of the Texas Chapter, SWRC/NAHRO and NAHRO residing in the state of Texas who are currently active in the field of assisted housing, community development, urban renewal or code enforcement.
- Current President of the Texas Housing Association

Ex-Officio with Non-voting Status:

- Current President of SWRC/NAHRO
- Current President of NAHRO
- President of the Texas Apartment Association or designee
- Senior Officer at each HUD office located in the State of Texas
- Executive Director of the Texas Department of Housing and Community Affairs or the Executive Director's designee
- State Director of the Texas Rural Development Office, U.S. Department of Agriculture or the State Director's designee

SECTION 2. - DUTIES

TX-NAHRO shall be governed by the Executive Board. The Executive Board shall establish policies and procedures for the efficient and effective administration of all activities of TX-NAHRO in a manner that best serves the membership and the affordable housing needs of the citizens of the State of Texas. These include, but are not limited to, maintenance of records, accounts, receipts and expenditures of funds, levying of dues, periodic reporting of the Chapter's affairs to the members, selection of representatives to the Chapter's and Regional Executive Boards and committees contracting for a Service Officer, elections for officer's of the Chapter, and advocating for necessary legislation, relations, and funding for affordable housing programs and Housing Authority administration. The Executive Board is empowered to create subsidiary corporations to support, advance, and fulfill the purposes of TX-NAHRO.

SECTION 3. - MEETINGS

The Executive Board shall hold not less than two (2) regular meetings each year, at least one (1) of which will be held at the time and place of the Annual meeting of the Chapter. Notice of a regular meeting shall be mailed, faxed, or electronically communicated to each Board member not less than 30 days before the regular meeting date.

Special meetings of the Executive Board may be called by the President at any time or by the Secretary upon written request of at least one-fourth (1/4) of the membership of the Board. The notice of special meeting shall be mailed, faxed, or electronically communicated to each member of the Executive Board and shall specify the time and place of the meeting and the business to be conducted.

The new officers and director selected at Annual Meetings in odd numbered years, coupled with remaining Board members, constitute the new Executive Board and shall meet during this Annual Meeting or not later than June 1 of that odd numbered year to make appointments for each standing and other committees of the Chapter and to the Regional Executive Board and committees. The incoming Chapter President shall provide notice of the meeting to the members of the new Executive Board not less than 20 days before the date of the meeting. Notice of the meeting shall be mailed, faxed, or electronically communicated.

Except for the regular meeting held at the time and place of the Annual Meeting and the meeting of a new Executive Board held at the Annual Meeting in odd numbered years or prior to June 1 of that odd numbered year, all meetings may be by telephone conference.

The Chapter news letter may serve as a meeting notice if published and mailed in a timely manner.

For all meetings, an agenda shall be provided with the notice for each meeting. For each meeting, majority of the Board or the President with the approval of a majority of the Board may add to, or delete, items from the agenda. The Chapter newsletter should report meeting date and agenda, if published timely.

SECTION 4. - QUORUM

At any meeting or telephone conference of the Executive Board, a simple majority of the Executive Board's members with voting rights shall be present or participating in the telephone conference to establish a quorum for the conduct of business of TX-NAHRO. Each of the Executive Board's members with voting rights shall be entitled to one (1) vote, must be present at the meeting or participating in the telephone conference in order to vote, and by participation and voting certifies that they are a member in good standing.

SECTION 5. - VACANCIES

Vacancies on the Executive Board occurring between Annual meetings shall be filled by a simple majority of the remaining members of the Executive Board.

SECTION 6. - ATTENDANCE AT REGULAR EXECUTIVE BOARD MEETINGS

Attendance by Officers and Directors shall be required at all meetings and telephone conferences of the Executive Board. *Any* officer or Director who is unable to attend or participate, may request an excused absence in writing, by mail or fax or electronically communicated to the Secretary, citing the reasons for being unable to attend or participate. The Secretary shall present all requests for excused absences to the Executive Board for their appropriate action. Three unexcused absences by an elected officer or Director during a term of office shall be grounds for removal by a simple majority vote at a regular or special meeting.

SECTION 7. - STEERING COMMITTEE

There shall be a Steering Committee of the Executive Board consisting of the Chapter President, Senior Vice President, the Vice Presidents, Secretary, Treasurer and Immediate Past President. The Steering Committee shall be chaired by the Chapter President and shall be empowered to act for and on behalf of the Executive Board between meetings.

All Executive Board members with voting status shall be provided a written, faxed, or electronically communicated notice with an agenda of all Steering Committee meetings

at the same time as notices of meetings are provided to the Steering Committee. All Steering Committee actions must be communicated in writing, by mail or fax, or electronically communicated to each member of the Executive Board and included in the next meeting's agenda for discussion and confirmation or other appropriate action.

SECTION 8. - REMOVAL OF OFFICERS AND DIRECTORS

Any Officer or Director of the Executive Board may be removed for inefficiency or neglect of duty or misconduct by a two-thirds (2/3) vote of the Executive Board, a quorum being present. Officers and Directors with voting status may be removed for not attending meetings as provided in Section 6 above. Should it become known that an officer or director with voting status is not a member in good standing because his/her dues to TX-NAHRO and/or NAHRO have not been paid, shall be notified by the Secretary and provided 15 calendar days to pay the applicable dues.

ARTICLE V

OFFICERS: TITLES, DUTIES AND REQUIREMENTS

SECTION 1. - TITLES

The Officers of the Chapter shall be a President, a Senior Vice President, five (5) Vice Presidents with Portfolio, each corresponding to the five (5) Chapter Standing Committees, a Secretary and a Treasurer, who shall be active members in good standing of NAHRO and the Chapter. The five Vice Presidents will carry the following official titles: Vice President for Housing; Vice President for Community Revitalization and Development; Vice President for Professional Development; Vice President for Member Services and Vice President for Commissioners.

SECTION 2. - PRESIDENT

It shall be the duty of the President to preside at all meetings of the Chapter, to create and appoint such special committees as may, from time to time, be necessary for the conduct of the affairs of the Chapter; to implement such procedures, policies, and activities as may be adopted or approved by the Executive Board of the Chapter; and to report periodically to the membership on the accounts and general business of the Chapter. The President will be responsible for approving disbursements of funds.

SECTION 3. - SENIOR VICE PRESIDENT

The Senior Vice President shall preside in the absence of the President at all meetings of the Chapter; shall succeed the President in office if he/ she cannot complete his/her term

until the next Annual Meeting; and perform such other duties as may, from time to time, be assigned by the President of Executive Board. The Senior Vice President will automatically become a nominee for President at the next election.

SECTION 4. - VICE PRESIDENT WITH PORTFOLIO

The five (5) Vice Presidents shall be responsible for the conduct of the Standing Committees to which they are elected and shall preside at all meetings of the Committees to which they are elected. The Vice Presidents may be assigned duties and responsibilities by the President or the Executive Board related to the current interest of the Chapter that fall within the scope of the Standing Committees they chair. The Vice Presidents shall prepare and submit a written report at the Annual Meeting of the Chapter.

SECTION 5. - SECRETARY

The Secretary shall be responsible for maintaining the records of the Chapter, the sending of notices as may be required, serve as election officer, certifying such petitions and positions as may be required, and performing such other duties as may be assigned by the President or the Executive Board. The Secretary shall be responsible for certifying all members eligible to vote in an election and for certifying that all Officers and Executive Board members are members in good standing. The Secretary shall be appointed by the President. If the President is unable to complete his/her term and is succeeded by the Senior Vice President or any other eligible member, the new President may retain the Secretary or appoint a Secretary to his/her choosing.

SECTION 6. - TREASURER

The Treasurer shall have custody of all Chapter funds and property and shall sign all withdrawals of funds from the Chapter's accounts after appropriate approval from the President or Executive Board. In the event of an emergency, where the Treasurer is incapacitated or otherwise unavailable to perform his/her duties as Treasurer, the Steering Committee of the Texas Chapter of NAHRO shall appoint an alternate Treasurer. The manner of appointment shall be by selecting a member from among the individual active Texas NAHRO membership. The appointment shall be by a majority of the Steering Committee members. The alternate Treasurer shall perform the duties of the Treasurer until such time that the Treasurer is able to resume his/her duties.

The Treasurer shall Chair the Chapter's Budget Committee who shall be appointed by the Executive Board and be responsible for preparing the Chapter's annual operating budget for approval by the Executive Board at its Winter Meeting. The Budget Committee shall also prepare financial policies and procedures, including financial reporting procedures and reporting format, for review and approval by the Executive Board. The policies and procedures and reporting requirements shall be reviewed annually by the Budget Committee and their findings reported to the Executive Board for their review and appropriate action.

The Treasurer shall be responsible for maintaining proper records of all assets, liabilities, income, and expenses of the Chapter. The Treasurer shall prepare and submit to each member of the Executive Board quarterly financial reports, as well as year-to-date financial reports not later than ten (10) days prior to each scheduled meeting of the Executive Board. The Treasurer shall prepare and present the Chapter's financial reports to the membership at each Annual Business Meeting.

SECTION 7. - BONDS

The Chapter shall provide to all Officers charged with the responsibility for custody of funds a property bond in the amount of \$50,000. The Executive Board at its discretion may also provide any Officer or employee of the Chapter in such sum and with such surety, as it shall determine.

ARTICLE VI

NOMINATIONS AND ELECTIONS

SECTION 1. - NOMINATIONS

A Nominating Committee consisting of not less than five (5) and not more than eleven (11) TX-NAHRO members in good standing shall be appointed by the newly constituted Executive Board in odd numbered years at their first official meeting during the Annual Meeting but not later than June 1 of that odd numbered year. This Executive Board shall appoint a Chairperson for the Nominating Committee, and this Executive Board's Steering Committee is empowered to replace any Nominating Committee member who resigns or is unable to serve.

A quorum must be present at meeting of the Nominating Committee in order to conduct business and committee members may participate by telephone and be counted for purposes of a quorum. The Nominating Committee may conduct its business by telephone conference during which a majority of its members must participate.

Not less than 120 calendar days prior to the Annual Meeting of the Chapter, the membership shall be notified of the nominations to be made for election of new officers and Executive Board members and members may recommend candidates. This notice may be in the Chapter Newsletter if published in a timely manner or mailed, faxed or electronically communicated to the members.

Not less than 90 calendar days prior to the Annual Meeting of the Chapter in odd numbered years, the Nominating Committee shall select one or more nominees for the following offices:

President
Senior Vice President
Vice President for:
 Housing

Professional Development
Member Services
Commissioners
Community Revitalization and Development
Treasurer
Expiring and vacant Executive Board Positions

In even numbered years for expiring and vacant Executive Board positions, the Nominating Committee shall follow the nominating procedures in "Article VI, Nominations and Elections."

Within 5 calendar days after their above meeting, the Chairperson of the Nominating Committee shall submit their report to the Chapter's Secretary, with copies to all voting members of the Executive Board. This report may be mailed, faxed, or electronically communicated.

Not less than 75 calendar days prior to the Chapter's Annual Meeting held in odd numbered years, the Secretary shall notify the Chapter's entire membership of record at that date of the nominations recommended by the Nominating Committee, and indicate that additional nominations will be placed in nomination if petitions requesting such action reach the Secretary not less than 45 calendar days prior to the Annual Meeting. This notice may be mailed, faxed, or electronically communicated. A Chapter Newsletter shall not serve as this notice but if published during this 45 calendar day period shall report the nominations recommended by the Nominating Committee, that nominations may be made by petition, and that the membership has been so informed in accordance with the bylaws.

Petition in support of a member(s) of the Chapter eligible to hold office must carry the names of at least twenty-five (25) Chapter members in good standing. The petition must include a written statement from the candidate(s) nominated that will serve if elected. Within five (5) calendar days after receipt, the Secretary shall verify the validity of each person signing the petition and notify the nominated candidate(s) of the results and notify the Executive Board and members of the Nominating Committee accordingly.

When there is more than one candidate nominated for a position and/or the total number of candidates for the Executive Board exceeds the available positions on the Executive Board, the Secretary shall prepare ballots containing the names of all nominees.

SECTION 2. - ELECTIONS

The election of Officers and Directors shall be held at the Annual Meeting of the Chapter. The term of office for all officers and Directors shall be two (2) years with each term beginning on the concluding date of National NAHRO's Annual Conference.

If there are any contested races, the Chapter's Secretary, Chairperson of the Nominating Committee, and a representative designated by each candidate for each contested race(s), shall constitute a committee for counting the ballots. In the absence of the Secretary

and/or Chairperson of the Nominating Committee, two members of the Nominating Committee shall serve in their place.

SECTION 3. - VOTING

The Secretary shall prepare a list of individual and agency members in good standing that are eligible to vote as of March 1 prior to the Annual Meeting where an election will be held. Each individual member on this list present at the Annual Meeting will be entitled to cast his/her vote. Each Agency member on this list will be entitled to cast one vote by their duly designated representative as provided in Section 2 of Article III.

SECTION 4. - ELIGIBILITY

No person shall be eligible for election to an officer position or the Executive Board if that person is not an individual member in good standing of TX-NAHRO and NAHRO. No person may be nominated to the same officer position during the next two years immediately after serving a full term.

ARTICLE VII

MEETINGS

SECTION 1. - ANNUAL MEETING

The Annual Meeting of the Chapter shall be held during the month of March, April, or May. The date and site location for the Annual Meeting shall be designated by the Executive Board. Reasonable notice of the Annual Meeting shall be given to the membership not less than thirty (30) days prior to the meeting date.

The Annual Meeting shall be held during Monday through Friday, but meetings of Committees and the Executive Board may be held on Saturday and/or Sunday.

Notice of the Annual Meeting shall be made in the Chapter Newsletter if published in a timely manner, or in writing by mail or fax, or electronically communicated.

SECTION 2. - SPECIAL MEETING

Special meetings of the membership may be called at any time on the order of the President, Executive Board, or by the signed petition of at least one-fifth(1/5) of the total active membership. The Secretary shall give notice of the time and place of a special meeting not less than thirty (30) days prior to the meeting date.

Notice of Special Meetings shall be made in the Chapter Newsletter if timely published, or in writing by mail or fax, or electronically communicated.

SECTION 3. - QUORUM FOR MEETINGS

A quorum must be present at any meeting of the membership at which business is transacted. A simple majority of the active members present in the meeting room at any regular or special meeting of the Chapter shall constitute a quorum

SECTION 4. - CONDUCT OF MEETINGS

The provisions of these By-laws and Robert's Rules of Order shall apply to the conduct of any meeting of the membership, the Executive Board and other duly constituted committees of the Chapter.

ARTICLE VIII

COMMITTEES

SECTION 1. - STANDING COMMITTEES

There shall be Standing Committees of the Chapter through which the program, professional and member service needs and participation of the membership can be provided. The Standing Committees of the Chapter are: Housing, Community Revitalization and Development, Professional Development, Member Services and Commissioners.

SECTION 2. - STANDING COMMITTEE APPOINTMENTS

Each Standing Committee shall have not less than 10 members or more than 20 members, with five (5) members appointed by the President and the others appointed by the Executive Board. The President is empowered to appoint additional members to the Commissioners Committee but the Commissioners Committee may not exceed 35 members.

All Chapter Newsletters published on or after 120 days prior to the Annual Meeting held in odd numbered years shall inform the membership that new Standing Committees and Working Groups to these Committees will be created by the new incoming President and Executive Board. The newsletter(s) shall encourage the members to serve on these Committees and Working Group and designate a person and address to submit the members interest in serving.

SECTION 3. - COMMITTEE FUNCTIONS

The Housing Committee and the Community Revitalization and Development Committee shall address the program areas of their respective functions, and shall recommend actions to the Executive Board regarding, but not limited to, program dollars, legislation, regulations, administration at federal, state and local levels and the effective representation of the membership's interest therein.

The Professional Development Committee shall focus on the general areas of career identification, training and education, certification and credentialing, and the professionalization of the members engaged in such job opportunities.

The Member Services Committee shall serve the general and special interests of the members which cut across program and professional lines and represent the concerns of special interest groups within the membership, including but no limited to minorities, commissioners and women. The same committee shall work to coordinate supportive products and services rendered by the Association such as conferences and conventions, workshops and seminars, publications, representation and such related matters.

The Commissioners Committee shall serve to broaden the constituency, support the goals and objectives of the Associations, support programs to expand the skills of Commissioners to effectively discharge their responsibilities and work with staff, leadership and membership at all levels of the Association in fulfillment of these purposes.

SECTION 4. - EDITOR FOR CHAPTER NEWSLETTER APPOINTMENT

The Executive Board shall appoint an Editor for the Chapter Newsletter, who shall be responsible for publication and distribution of the Chapter Newsletter at least six (6) times per annum. The Vice Presidents elected to serve in each of the five (5) areas of special interest shall prepare and submit reports in their areas of special interest to the Editor of the Chapter Newsletter for publication in each Newsletter.

The Executive Board may designate the Chapter's Service officer as the Newsletter Editor.

SECTION 5. - OTHER COMMITTEES/TASK FORCES

The President may create such other committees, task forces or similar groups as he/she deems appropriate to the purposes and activities of the Chapter, and shall appoint the members thereto. The Executive Board is able to create other committees/task forces.

SECTION 6. - SELECTION FOR COMMITTEE MEMBERSHIP

The selection process for committee membership shall seek broad representation of all special interests of the membership, including but not limited to commissioners, minorities and women.

SECTION 7. - APPOINTMENTS TO REGIONAL BOARDS AND COMMITTEES

Five (5) members who shall include the immediate past President, the President, and Senior Vice President, and two (2) members appointed by the Executive Board shall represent TX-NAHRO as members of the Executive Committee of SW-NAHRO.

Four (4) members shall represent TX-NAHRO as members of each SWRC-NAHRO Standing Committee, and shall include the elected Vice President and vice chair of each TX-NAHRO standing committee and two members selected by the TX-NAHRO President.

SECTION 8. - QUORUM

At any meeting of a standing or appointed committee, a simple majority of the committee shall be present to establish a quorum.

At any meeting of a standing or appointed committee, a simple majority of the committee shall be present to establish a quorum and any committee members participating by telephone shall be counted for purposes establishing a quorum. At any telephone conference of a standing appointed committee, a simple majority of the committee shall participate to establish a quorum.

ARTICLE IX

AMENDMENTS

SECTION 1. - BY-LAWS AMENDMENTS

The By-laws may be amended at a regular or special meeting of the membership, provided a quorum is present and voting and two-thirds(2/3) of those vote affirmatively for the amendment. Each member shall be sent a copy of the proposed amendments with the notice of the meeting at which the amendments are to be voted. The Secretary shall send the meeting notice to each member no less than thirty (30) days prior to the meeting date.

ARTICLE X

EFFECTIVE DATE, APPROVAL AND REVOCATION

SECTION 1. - EFFECTIVE DATE OF AMENDED BY-LAWS

These By-Laws and amendments thereto shall become effective upon approval by the general membership and approved by the SWRC-NAHRO Executive Board and NAHRO Board of Governors.