

THE NAHRO CONSTITUTION

ARTICLE I

Name and Principal Office

The name of the Association shall be the National Association of Housing and Redevelopment Officials and its principal office shall be at Washington, D.C., with such additional offices established at other locations as may be required.

ARTICLE II

Mission

NAHRO's mission is to create affordable housing and safe, viable communities that enhance the quality of life for all Americans, especially those of low- and moderate-income by:

- Ensuring that housing and community development professionals have the leadership skills, education, information and tools to serve communities in a rapidly changing environment;
- Advocating for appropriate laws and policies which are sensitive to the needs of the people served, are financially and programmatically viable for our industry, are flexible, promote deregulation and local decision making; and
- Fostering the highest standards of ethical behavior, service and accountability.

NAHRO enhances the professional development and effectiveness of its members and associates through its comprehensive professional development curriculum, conferences, publications, and other services. Through these efforts NAHRO equips its members and associates with the skills, knowledge, and abilities necessary to survive and prosper in a changing environment, and make our Association more efficient and effective.

ARTICLE III

Members

Section 1. Active Organization. Any public agency, department, or organization having to do primarily with housing, community development or redevelopment, housing rehabilitation or conservation, codes, and related community programs shall be eligible for active organizational membership in the Association. Each organization holding an active membership shall be entitled to designate a number of associates as determined by the Board of Governors. One of these associates shall be designated the primary organizational contact. Each associate is entitled to cast one vote in any action taken by a vote of the members of the Association. Any organization that has been a member less than 45 days prior to the annual meetings of the Association held in odd-numbered years shall not be issued ballots during said period.

Section 2. *Affiliate Organization.* Any agency, corporation, company, or other organization interested in the purposes and activities of the Association shall be eligible for affiliate organizational membership. Affiliate organizational members shall have all the rights of active organizational membership, including the designation of associates.

Section 3. *Allied Individual Members.* Any individual who is not affiliated with an agency or organization eligible for active or affiliate organizational membership shall be eligible for allied individual membership. This category would include such individuals as students; those who are retired or unemployed; those employed by academic institutions, the military, or an international organization; and lifetime and honorary members.

Section 4. *Temporary Category of Allied Individual Membership for Current Individual Members.* Individual members at the time this amendment is enacted may pay at the current individual rates for renewing memberships through December 2003 and receive all current benefits. After December 31, 2003, regular individual membership ceases to exist and individuals may only participate as associates of organizational members or as allied individual members. As of October 2001, anyone serving in the NAHRO leadership may renew their individual membership until October 2005, if necessary to fulfill the leadership commitments they made.

Section 5. *Membership Termination.* The Board of Governors, by two-thirds vote and at its own discretion in the best interests of the Association, may deny membership to any person or agency, may reject renewal of membership, or may terminate a membership. A person or agency whose membership is terminated shall be entitled to a pro-rata return of membership dues.

Section 6. *Code of Professional Conduct.* Adherence to the NAHRO Code of Professional Conduct is required for individual associates, allied individual members, and those formally certified through one of NAHRO's comprehensive examination programs.

ARTICLE IV

Board of Governors

Section 1. *Composition, Election, Terms of Office, Succession.* The Association shall be governed by the Board of Governors consisting of the President, a Senior Vice-President, Vice-Presidents with Portfolio, the three Immediate Past Presidents active in the field, the Chairperson of the Budget and Administration Committee if one has been appointed, the Regional Presidents, the Immediate Past Regional Presidents as certified by the Regional Councils, sixteen associates from organizational members or allied individual members of the Association who shall be designated Regional Members-at-Large, and three associates from organizational members or allied individual members of the Association who shall be designated Members-at-Large and shall be appointed by the President in consultation with the Regional Presidents to address any imbalance in the representation

of the membership on the Board of Governors, with priority consideration given to commissioners. The Members-at-Large shall serve until the conclusion of the annual conference in odd-numbered years.

Two Regional Members-at-Large shall be selected or elected by each Region according to procedures established by the Region and shall serve terms of four years. The Regional Members-at-Large shall serve staggered terms.

The Association President and Senior Vice-President shall be elected by the members and associates of the Association for terms of two years.

A Vice-President shall be elected from and by the membership of each national standing committee of which he/she is a member and shall be designated as Committee Chairperson and Association Vice-President with Portfolio of that standing committee and shall serve a term of two years.

The Vice-President must be elected by the committee prior to the regularly called meeting of the Board of Governors next following the annual conference of the Association held in odd numbered years. Vice-Presidents shall be elected by their committees in accordance with rules and procedures established by the Board of Governors, and shall serve until their successors have been elected. When vacancies occur in a Vice-President position, the Committee Vice-Chairperson is to automatically succeed to the office for the balance of the Vice-President's term. A new Vice-Chairperson shall be elected at the next Committee meeting.

Regional presidents shall be elected according to procedures established by their Regional Councils for a term of two years.

Terms of office of the Association President, Senior Vice-President, and Vice-Presidents within the purview of the conditions cited above shall run concurrently

No officer of the Association having been elected and having served a full term shall be eligible for re-election to succeed himself/herself in the same office, but shall be eligible for election to the same office at any subsequent time, and shall be eligible at any time for election to another office. Persons elected to the office of President and Senior Vice President must receive a two-thirds vote of confidence from those present at the next regularly scheduled meeting of the Board of Governors if by changing employers, the membership category of the organization from which they are an associate changes.

Vice-Presidents with Portfolio must receive a two-thirds vote of confidence from those present at the next regularly scheduled meeting of the committee from which they were elected, if by changing employers, the membership category of the organization from which they are an associate changes.

Section 2. Vacancies. In the event of a vacancy in the office of the President, the Senior Vice-President is to automatically succeed to the office for the balance of the President's

term. In the event of the unavailability of the Senior Vice-President to succeed to the Presidency, the Board of Governors shall select one of the Vice-Presidents with Portfolio to serve as President until the next annual meeting of the Association. Any vacancy, no matter how created, among the other officers, other than the Vice-Presidents which are otherwise provided for herein, or members of the Board of Governors, shall be filled by action of the originating units, for the balance of the original term. If a vacancy occurs in the office of Immediate Past Regional President, no matter how created, it shall be filled by action of the Region.

The office of the Senior Vice-President vacated, for whatever reason, shall be filled by the Board of Governors from among the Vice-Presidents with Portfolio and shall serve for the balance of the term of Senior Vice-President.

Section 3. *Eligibility.* If any member of the Board of Governors ceases to be an associate of an organizational member, an allied individual member, or individual member (temporary category) of the Association, he/she shall cease to be a member of the Board of Governors and his/her position on the Board of Governors shall thereupon become vacant and shall be filled as provided in Section 2 above.

If a Board of Governors member fails to attend three meetings during the two-year period of the Board of Governors and such absences are not excused by the Board, his/her place shall automatically become vacant.

Section 4. *Operating Procedures.* Meetings of the Board of Governors shall be conducted under the requirements of this Constitution first, and Roberts Rules of Order, if not covered herein.

Section 5. *Powers.* The Board of Governors is empowered to create such wholly owned subsidiary corporations, ancillary trustees, divisions, committees, units, councils, chapters, or groups, as may be required to support, advance, and fulfill the purposes of the Association.

The Board of Governors shall select and appoint a Secretary-Treasurer who shall be the chief administrative officer of the Association.

The Board of Governors shall have the right to exercise such other powers as shall be conferred upon or vested in them by other articles of this Constitution.

Section 6. *Steering Committee—Membership and Powers.* There shall be a Steering Committee of the Board of Governors consisting of the President, the Senior Vice-President, the Vice-Presidents, the three Immediate Past Presidents serving as members of the Board, and the Regional Presidents. The Steering Committee shall be available for consultation and advice as needed.

ARTICLE V

Officers

The officers of the Association shall be a President, a Senior Vice-President, the additional Vice-Presidents with Portfolio, each corresponding to the national standing committees, and a Secretary-Treasurer. Election and terms of office are as described in Article IV, Section 1.

ARTICLE VI

Duties of Officers

Section 1. *President.* The President shall act as Chairperson of the Board of Governors and shall preside at meetings of the members. He/she shall sign on behalf of the Association all deeds and other formal instruments and shall perform such other duties as may from time to time be assigned to him/her by the Board of Governors.

The President shall establish such committees, task forces, ad hoc groups, advisory councils, and like groups which are not prescribed, interdicted, or prohibited by this Constitution.

In appointing members to such assignments, the President shall be diligent in representing the broad range of membership interests, including commissioners, minority representatives, and women.

With the concurrence of the Board of Governors, the President may also act jointly with other organizations with interests related to the Association to name joint committees and name associates or members of the Association to such committees.

In the matter of national standing committees and the Nominating and Election Committee, the President shall adhere to the dictates set forth in the articles dealing specifically with those units.

Section 2. *Senior Vice-President.* The Senior Vice-President shall preside in the absence of the President. At the direction of the President and the Board of Governors, he/she shall coordinate the development of program policy and shall carry out such other duties as may be assigned, including oversight of administrative committees not herein assigned to the Vice-Presidents with Portfolio.

Section 3. *Vice-Presidents with Portfolio.* Each of the Vice-Presidents shall be responsible for the conduct of the standing committee from which he/she was elected and shall serve as chairperson of such standing committee.

The Vice-Presidents may be assigned duties and responsibilities by the Board of Governors related to the current interests of Association members, particularly as they relate to the scope of the standing committees which they chair.

Section 4. *Secretary-Treasurer.* The Secretary-Treasurer shall be the chief administrative officer of the Association. The Board of Governors shall select the Secretary-Treasurer to serve at its pleasure and shall fix his/her compensation. The Secretary-Treasurer shall be responsible for maintaining the records and accounts of the Association and shall be custodian of its seal. He/she shall also have the responsibility for the general management of the affairs and general direction and supervision of the activities and employees of the Association, subject to the provisions of this Constitution and to the policies and administrative regulations established and adopted by the Board of Governors.

ARTICLE VII

Nominations and Elections

Not less than 140 days before the annual meeting held during an odd-numbered year, all Regional Councils of the Association shall elect or designate two Regional Council representatives, at least one of whom shall be a minority representative or woman, to serve on the national Nominating and Election Committee, under procedures established by the Regional Council and certified to the Board of Governors. The President shall appoint the chairperson of the committee from among the organizational associates and affiliated individual members of the Association, such chairperson to have voting rights only to break a tie vote of the committee. Notice as to who constitutes this Nominating and Election Committee shall be given to the entire membership not less than 120 days prior to the annual meeting.

Not more than 90 days nor less than 80 days prior to said annual meeting, the Nominating and Election Committee shall meet and select one or more nominees for the office of President and Senior Vice-President. However, the sitting Senior Vice-President's name shall automatically appear on the ballot as a candidate for the office of President. Not more than 80 days nor less than 70 days before said annual meeting, the Secretary-Treasurer shall notify the entire membership of the Association of the nominations recommended by the Nominating and Election Committee as well as identifying the sitting Senior Vice-President as a candidate for the office of President. Such notice shall clearly indicate that additional nominations will be placed on the ballot if petitions requesting such action reach the Association's headquarters office not less than 60 days prior to said annual meeting.

Such petitions in support of an associate from an organizational member or an allied individual member of the Association must carry the names of associates from at least 75 organizational members of the Association, not less than 10 members coming from each of a majority number of the Regional Council areas. Submission of said petition must

carry certification or include evidence that the petitioner will serve if elected. The Secretary-Treasurer shall verify the validity of each petition.

When the nomination procedures result in more than one nominee for a position, the Secretary-Treasurer shall thereupon prepare, or cause to be prepared, ballots containing the names of the nominees submitted by the Nominating and Election Committee, the name of the sitting Senior Vice-President, plus the names carried on all eligible petitions. Not less than 20 days before the annual meeting, the Secretary-Treasurer shall cause to be delivered one ballot to each associate and individual member entitled to vote, together with voting instructions detailing the manner in which voting shall be carried out and the election conducted and the manner by which votes shall be validated and counted.

The Nominating and Election Committee shall certify the results of the election, and shall carry out any recount directed by the Board of Governors in response to a majority of the members present at the time of the announcement of the election results.

Terms of office, except as may be otherwise provided for herein, shall commence at the conclusion of the annual conference during which the annual meeting was held.

In the event of the need to conduct an election in an even-numbered year to fill the unexpired term of a President or Senior Vice-President, the Board of Governors shall act as the Nominating and Election Committee and the above procedures shall apply.

Waiver of the time schedule identified above, in those circumstances where conformity cannot be reasonably achieved, or achieved at all, may be accomplished by a two-thirds vote of the members of the Board of Governors present and voting at a special meeting. Where a vacancy necessitating an even-year election occurs at such a late date as to preclude implementation of the above procedures, the Board of Governors shall be able to announce their nominees at the annual meeting. Additional nominations may be accepted from the floor. Election shall take place during the meeting by ballot if there is more than one nominee for a vacancy, or by declaration of election by the President of the Association if there is only a single nominee for any office.

ARTICLE VIII

Meetings

Section 1. *Annual Meeting.* An annual meeting of the members of the Association shall be held during each calendar year at a time and place to be fixed by the Board of Governors.

Section 2. *Special Meetings.* Special meetings shall be held on the call of the President of the Board of Governors, or on the request in writing of associates from any 75 organizational members, not less than 10 members coming from each of a majority number of the Regional Council areas. Calls of all special meetings of the members shall

be given by notice delivered to all members not less than 30 days nor more than 40 days before the meeting date.

Section 3. *Meetings of the Board of Governors.* Meetings of the Board of Governors shall be held at regular intervals not less than four times during the two-year period for which the officers are elected, with the first meeting held at a time and place which shall be announced at the conclusion of the annual meeting held in an odd-numbered year, and such other special meetings as the President deems advisable to call. In the event of a vacancy in the office of the President or his/her incapacity, the Secretary-Treasurer shall call a meeting of the Board of Governors as soon as is practicable.

Section 4. *Other Meetings.* Any member of the Board of Governors may waive notice of the time, place, and purpose of any meeting of the Board of Governors either before or after the date of the meeting and, if such waivers are received from all members of the Board not present at the meeting, any action taken at the meeting shall be as valid as though due notice had been given.

Section 5. *National Meetings.* All national meetings of the Association shall be scheduled only in the places where facilities are available, on a non-discriminatory basis, to all members of the Association eligible to attend such meetings.

ARTICLE IX

Quorum

A quorum of the Board of Governors shall consist of not less than one-third of all the members of the Board, and an associate from 50 organizational members shall constitute a quorum to do business as a meeting of members.

ARTICLE X

Standing Committees

Section 1. *Title.* There shall be standing committees at the national, regional, and chapter levels: Housing, Community Revitalization and Development, Professional Development, Member Services, International (optional at the regional and chapter levels), and Commissioners.

Section 2. *General Functions.* The Housing Committee and the Community Revitalization and Development Committee shall generally address the programmatic areas of their respective functions, and shall recommend actions to the Board of Governors regarding, but not limited to, program dollars, legislation, regulations, administration at federal, state, and local levels and the effective representation of the membership's interests therein.

The Professional Development Committee shall focus on the general and specific areas of career identification, training and education, certification and credentialing, and the professionalization of the members.

The Member Services Committee shall serve the general and special interests of the members which cut across program and professional lines; represent the interests of special interest groups within the membership, including but not limited to minorities, commissioners, and women; and 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 International Committee shall collect and disseminate information on housing and community development in foreign countries, identifying innovative programs, development techniques, and management systems that may be usable in the United States. The Committee shall also share information on American programs with its foreign counterparts. The Committee may encourage local housing and community development personnel to participate in international meetings, including official delegations organized by federal agencies, and it may arrange informational exchanges with professionals in other countries.

The Commissioners Committee shall serve to broaden the constituency supporting the goals and objectives of the Association; 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 3. *Establishment of Committee Membership.* The chapter presidents shall select chapter members to serve on chapter standing committees, and the committee chairperson shall be selected by a locally established procedure.

Regional committees will be composed of at least one representative from each corresponding chapter committee who shall be an associate of an organizational member or an allied individual member of NAHRO, such representative being selected by a locally determined procedure, plus at-large members to be selected by the Regional President. The chairperson shall be selected according to procedures established by the Regional Council.

Each national committee, except the International Committee, shall be composed of three representatives from each corresponding regional committee, to be selected according to procedures established by the Regional Council, plus fourteen at-large members to be selected by the national President in consultation with the Regional Presidents. Of the presidential appointments, there shall be at least one representative from each region.

The International Committee shall be composed of three representatives from each Region to be selected according to procedures established by the Regional Council. If a

corresponding regional International Committee exists, the three representatives shall be members of the committee and one of the three shall be the current Chair. An additional fourteen at-large members shall be appointed by the National President in consultation with the Regional Presidents. At least one presidential appointment shall be made from each Region. The President may, in addition to the at-large appointments, appoint as non-voting *ad hoc* members of the Committee representatives of international organizations, provided that the number of such additional non-voting *ad hoc* members serving at any time shall not exceed seven.

Local, regional, and national selection processes shall seek to provide for broad representation of all special interests of the membership, including but not limited to, commissioners, minority representatives, and women.

All national committee members, except for members from international organizations, shall be associates from organizational members or allied individual members of National NAHRO and remain members throughout their term. If the national membership status of a committee member lapses or he/she fails to attend three meetings of the committee, his/her position shall automatically become vacant.

Section 4. *Chairperson and Vice-chairperson.* Each national committee shall elect from within its membership a chairperson who shall serve as national Vice-President with Portfolio.

The Vice-President – Commissioners shall at the time of his/her election, be serving as a commissioner of a Housing Agency, Redevelopment Agency, or other Community Development Agency.

ARTICLE XI

Committee Reports

All committee reports intended for publication or distribution outside the Association itself shall be submitted to the Board of Governors before such publication or distribution is made. The Board of Governors shall pass on reports so submitted within a reasonable period of time and shall specify the method of distribution. The Board of Governors may delegate this review of committee reports to special committees of its members or to the Secretary-Treasurer.

ARTICLE XII

Regional Councils and Chapters

Section 1. *Establishment* In order to further the aims and purposes of the Association and to facilitate widespread participation in its program on the part of its members, the

Board of Governors may establish Regional Councils and Chapters of the Association as a means of recognizing the special regional interests of its members, and the value of small group activities. The Board of Governors shall determine the general form and organization of such Councils and Chapters and their relationship within the Association in accordance with the provisions of this article. The Board, periodically, shall establish criteria for the creation of Councils and Chapters, based on potential membership in the Association. The operations of Regional Councils and Chapters shall be in complete harmony with the Constitution, policies, and membership relationships of the Association. The Board of Governors shall have the authority to abolish, dissolve, or change at any time, any such Regional Councils or Chapters when it deems such action to be in the best interests of the Association. The provisions enumerated below in this article are applicable to the respective organizational units.

Section 2. *Regional Councils.*

A—Establishment and Changes. A Regional Council, encompassing related geographical areas, may be established only by the Board of Governors. Establishment may be accomplished upon the Board's own initiative or by Board action following receipt of a petition submitted in writing by a representative group of members in said areas, to be followed by a poll of all members residing in said areas. The Board reserves the right to approve or disapprove the bylaws which shall govern the Council, after adoption by the members within said Regional Council areas in accordance with a procedure established by the Board of Governors for this purpose. All changes in boundaries or amendments to Regional Council bylaws require the approval of the Board of Governors before becoming effective.

B—Name. The name of the Regional Council shall indicate the geographical area it encompasses and shall end with the words: "Regional Council of the National Association of Housing and Redevelopment Officials.

C—Membership. All members of the Association located in the geographical area of the region are entitled to membership and participation in the Regional Council. If a Council collects regional dues, collection (and participation in the Council) shall be confined to those on the national membership rolls, and membership in the Association shall be made a requisite for membership and participation in the Regional Council.

D—Officers. Each Regional Council shall have a President, Vice-President, and Secretary-Treasurer, elected by the voting members for specified terms and known as the officers of the Regional Council, plus any other officers it may choose to designate. These officers shall be associates of organizational members or allied individual members of the National Association. It shall also have an Executive Committee comprised of said required officers, the chief elective officer of all Chapters in the Region in an ex-officio capacity, and others specifically designated and selected in accordance with the provisions of its bylaws.

Section 3. *Chapters.*

A—Establishment. A state or local Chapter may be established upon petition submitted in writing and signed by associates of at least 5 organizational members of the Association located in the proposed area of operation of the Chapter. Such petition accompanied by proposed bylaws of the Chapter shall be filed with the President of the Regional Council of the Region within which such Chapter is located and shall be submitted by him/her to the Executive Committee of the Regional Council, which shall act upon said petition within 60 days of filing. Upon approval by the Regional Executive Committee, the Chapter shall be considered temporarily established. The proposal shall then be submitted to the Board of Governors for its approval, and the Chapter will be considered established upon issuance to it of a charter signed by the President of the Regional Council and countersigned by the President and the Secretary/Treasurer of the Association.

B—Name. The name of the Chapter shall indicate the geographical area it encompasses and shall end with the words: “Chapter of the National Association of Housing and Redevelopment Officials.”

C—Membership. All members of the Association located in the geographical area of the Chapter are entitled to membership and participation in the Chapter, upon payment of Chapter dues, if any.

D—Officers. Each Chapter shall have a President, Vice-President, Secretary-Treasurer, plus any other officers it may choose to designate, who must be associates of organizational members or allied individual members of the national Association and elected by the voting members of the Chapter for specified terms and known as the officers of the Chapter. It shall also have an Executive Committee comprised of said officers and such other designees as set forth in the bylaws of the Chapter.

E—Changes and Amendments. Should a Chapter wish to change its boundaries, a proposal must be made to the Regional Council and the Board of Governors for their approval after the members in the area vote favorably on the change. All proposed amendments to the bylaws of the Chapters shall be submitted by the Chapter to the members therein and shall not be considered adopted until approved by the Regional Council and the Board of Governors.

ARTICLE XIII

Official Publication

The Association shall have an official publication, as determined by the Board of Governors.

ARTICLE XIV

Dues

The dues for all classes of members shall be determined from time to time by the Board of Governors.

ARTICLE XV

Amendments

Section 1. This Constitution may be amended by the affirmative votes of the majority of the members entitled to vote who vote on the proposed amendment, after the delivery of ballots in accordance with the procedure specified in Section 3 of this article. Any amendment may be proposed to the membership by action of the Board of Governors or by petition carrying the names of associates from 75 organizational members of the Association, not less than 10 organizational members coming from each of a majority of the Regional Council areas. Petitions must be sent to the Association's headquarters office where the validity of the petition shall be verified by the Secretary-Treasurer.

Section 2. The validated petition shall be presented by the Secretary-Treasurer at the next regular or special meeting of the Board of Governors which shall review the proposed amendment submitted by petition and prepare recommendations to accompany the proposed amendment delivered to the membership.

Section 3. Within a reasonable time following affirmative action of the Board of Governors or following the meeting of the Board of Governors at which the validated petition is presented, the Secretary-Treasurer shall prepare, or cause to be prepared, ballots containing the proposed amendment and shall deliver one ballot to each member entitled to vote, together with voting instructions.

The President shall appoint a committee of associates from at least three organizational members to serve and convene as a Polling Committee. The Polling Committee shall certify the tabulation of the vote count.

The results shall be announced and certified at the next meeting of the Board of Governors or the Steering Committee meeting following the tabulation. The results shall also be reported in the official publication of the Association or by notification to all members of the Association. Effective date of the amendment, unless otherwise specifically stated, shall be the day of certification to the Board of Governors.

ARTICLE XVI

Seal

The Association shall have a seal which shall bear the label “National Association of Housing and Redevelopment Officials, District of Columbia” and the year of organization.

[Revised 3-15-04]