

BY-LAWS
of the
SOUTHEASTERN REGIONAL COUNCIL OF THE NATIONAL
ASSOCIATION OF HOUSING AND REDEVELOPMENT
OFFICIALS

AS AMENDED AND RECOMPILED JULY 29, 1992 AMENDED JUNE
11, 1997; JUNE 19, 2002; AND AUGUST 1, 2003

ARTICLE I

NAME AND JURISDICTION

Section 1. The name of this organization shall be Southeastern Regional Council of the National Association of Housing and Redevelopment Officials, hereinafter referred to as SERC-NAHRO or the Council. The principal office of the Council shall be the City of residence of the President of the Council.

Section 2. The area of Council operation and jurisdiction shall be the States of Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, West Virginia and the Territories of Puerto Rico and the Virgin Islands.

ARTICLE II

STATEMENT OF OBJECTIVE AND PURPOSE

Toward attainment of the primary goals of insuring the provision of safe, decent and sanitary housing and related opportunities for all citizens, primarily those of low- and moderate-income, and furthering the development and implementation of viable local community development programs, SERC-NAHRO shall continually endeavor:

1. To improve the standards, level of quality, professionalism and proficiency of individuals

and agencies engaged in all phases of public administration which are directly related to or concerned with housing and community development programs through, among other methods, an exchange of knowledge and information; continual programmatic research, conferences, institutes and seminars; consultation and collaboration with public and private agencies, associations, and other groups having similar or related interest and purposes; and fostering effective Federal-state-local relationships among the individuals having related housing and community development responsibilities.

2. To encourage and facilitate the participation of Council members in, and their support of, the goals, objectives and activities of the National Association of Housing and Redevelopment Officials, and to encourage, through education and awareness, the expansion of individual and agency membership in NAHRO from among those eligible for such membership in SERC-NAHRO.
3. To provide the vehicle, through the sponsorship and conduct of regional conferences and other related functions, necessary to encourage and facilitate meaningful discussion and exchange of information concerning the various phases of housing and community development administration, including promotion of the knowledge, performance standards, and efficiency of the various technical and administrative professions in the field of housing and community development.

ARTICLE III

MEMBERSHIP

Section 1. All active individual and agency members in good standing of the National Association of Housing and Redevelopment Officials residing or presently existing within the area of operation and jurisdiction of the Council shall be members of the Council, and active members enjoy in the National Association of Housing and Redevelopment Officials.

Section 2. Any individual or existing agency or affiliate member of NAHRO, in good standing, residing in or presently existing within the geographical area of this region, shall be an affiliate member of the Council and shall have all rights of active members except the right to vote and hold office.

Section 3. Dues – The dues for membership in the Council shall be the payment of individual or agency dues to the National Association of Housing and Redevelopment Officials.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. Composition – The control, administration and management of the affairs, funds, and property of SERC–NAHRO shall be vested in an Executive Committee consisting of twenty-four (24) voting members, including: the Officers, as hereinafter provided, the three (3) immediate Past Presidents of SERC–NAHRO who hold active membership in NAHRO and who still reside within the area of operation and jurisdiction of the Council; and one (1) representative from each state and territory comprising SERC–NAHRO as described in Article I. All members of the Executive Committee shall be members in good standing of SERC–NAHRO at the time of their election and throughout their term of office. Further, all Past Presidents who are active members of the Council shall be entitled to serve as ex-officio members of the

Executive Committee, but with vote except for the three immediate Past Presidents of the Council who serve as members of the Executive Committee. The officers and members of the Board of Governors of NAHRO residing in the region shall be ex-officio members, but without vote.

Section 2. Execution of Instruments - All checks, bonds, warrants, contracts or other instruments in writing which are necessary for the regular effective and proper administration of the Council's business shall be signed by two officers of the Council as designated by the President.

Section 3. Meetings - Regular meetings of the Executive Committee shall be held immediately following the Council's Annual Meeting and at such other times as the Executive Committee may establish, but shall at a minimum be three times each fiscal year. Special meetings of the Executive Committee may be called by the President at his discretion at any time, and shall further be called by the President or Secretary upon written request of a majority of the membership of the Executive Committee. Notices of meetings, other than regular Annual Meetings, shall be given to each member of the Executive Committee in person, or in writing directed to his address of record, at least one week before the date designated for the meeting; such notice shall specify the time and place of, and the business to be brought before, the meeting. At any meeting at which every member of the Executive Committee is present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Section 4. Quorum - At any meeting of the Executive Committee, a majority of said Committee, exclusive of ex-officio members, shall constitute a quorum for the transaction of business; in the absence of a quorum, a lesser number may adjourn the meeting to a future time,

not more than thirty (30) days following the date of the adjourned meeting.

Section 5. Voting - At any meeting of the Executive Committee, each member shall have one (1) vote. All votes shall be open votes, except a secret ballot shall be utilized by an affirmative vote of the members present.

Section 6. Proxies - An officer must be present in order to vote at a meeting of the Executive Committee. In the event a state or territorial representative to the Executive Committee is unable to be present at a meeting of the Executive Committee, he or she may give a proxy, in writing, to any active member of SERC-NAHRO, as defined in Article III, who resides within the state or territory of the aforementioned representative, to vote on any matter which may come before said meeting of the Executive Committee. Such written proxies shall be submitted to the Secretary of the Council by the individual holding such proxy prior to its utilization for the purposes of voting on any matter.

Section 7. Committee Vacancies - Vacancies on the Executive Committee occurring between Annual Meetings of SERC-NAHRO shall be filled for the unexpired portion of the term by vote of a majority of the remaining members of the Executive Committee. A vacancy occurring in the case of a state or territorial representative shall be filled by an individual member from that state or territory.

Section 8. Removal of Member - A member of the Executive Committee may be removed from said Committee, with or without cause, at any time during his term of membership by a three-fourths majority vote of the membership at any meeting, or at a special meeting of the membership which has been duly called for that purpose.

Section 9. NAHRO Representatives - The Executive Committee shall establish procedures: [1] for the selection of the two (2) regional representatives-at-large to the Board of Governors of NAHRO, who shall serve for four years, except that of the first two (2), and, [2] for the selection of regional representatives to the required national standing committees.

ARTICLE V

OFFICERS

Section 1. Number - The officers of SERC-NAHRO shall be a President, a Senior Vice President, five (5) Vice Presidents with portfolio, a Secretary and a Treasurer, all of whom shall be members in good standing in SERC-NAHRO at the time of their election and throughout their term of office.

Section 2. Duties of Officers - The duties and power of the officers of the Council shall be as follows:

President: The President shall preside at all meetings of the membership and at all meetings of the Executive Committee; shall give a report at each Annual Meeting of the condition of the Council; shall cause to be called all regular and special meetings in accordance with these By-Laws; shall sign and make all contracts and agreements in the name of the Council; shall see that the books, reports and statements required by these By-Laws are properly kept, made and filed; shall countersign all checks or other orders for payment of money duly drawn by the Treasurer; shall appoint from the membership all persons to serve on all committees of the Council and shall give due consideration in the appointment of standing committees to representation from each of the states comprising of the Council; shall enforce these By-Laws and perform all the duties incident to the Office of

President. During this term of office, he or she shall serve as a member of the NAHRO Board of Governors.

Senior Vice-President: The Senior Vice-President shall perform all duties assigned by the President and during the absence or inability of the President, shall perform the duties and exercise the powers of President as set forth in these By-Laws. Should the office of President become vacant for any reason, the Senior Vice-President shall automatically succeed to the office of President; when acting as President, or if such succession takes place, the Senior Vice-President shall then have all of the powers and be subject to all of the responsibilities hereby given to, or imposed upon, the President.

Vice-Presidents: Five (5) Vice-Presidents shall be elected by the Council to serve with portfolio, and shall carry out such assignment of duties from the President and/or the Executive Committee as may be assigned to them after their selection and election. Due consideration will be given to the geographic location and program functions of each of said Vice Presidents in the assignment of the various duties to each to carry; out and encompass all of the requirements of the purposes and objectives of the Council.

Secretary: The Secretary shall keep the minutes of the Executive Committee and of the membership; shall give and serve all notices of the Council; shall attend to all correspondence assigned by the President; shall do and perform all of the duties pertaining to the office of Secretary. In the event the Executive Committee contracts for an Assistant Secretary, this person shall be authorized to perform the same enumerated services under the supervision of the Secretary.

Treasurer: The Treasurer shall have the care and custody of, and responsibility for, all funds and securities for the Council and shall deposit all such funds in the name of

the Council in such bank, or banks, trust company, or safety deposit vault, as the Executive Committee may designate; shall sign or co-sign, make and endorse the name of the Council on all checks, drafts, warrants, and other orders for payment of money, and pay out and disburse the same under the direction of the President or the Executive Committee; shall keep correct books of account of all its business and transactions and other such books of account as the Committee may require, shall do and perform all of the duties pertaining to the office of Treasurer, and shall secure such bond as may be required by the Executive Committee, the cost of which shall be paid by the Council. In the event the Executive Committee contracts for an Assistant Treasurer, this person shall be authorized to perform the same enumerated services under the supervision of the Treasurer. This position shall also be bonded at the expense of the Council.

Section 3. Past President - The most immediate Past President still residing within the area of operation and jurisdiction of the Council shall serve as a member of the Board of Governors of the National Association of Housing and Redevelopment Officials.

ARTICLE VI

NOMINATIONS AND ELECTIONS

Section 1. Not less than one hundred forty (140) days prior to the annual convention of the National Council held in odd numbered years, a five (5) person Nominating Committee shall be constituted for the purpose of nominations to fill position of officer of the Council. The Executive Committee shall designate three of said five members consisting of three (3) Past Presidents of the Council members in good standing; and, the current President of the Council shall appoint two other Council members in good standing who are not from any same

state or territory from which the aforesaid designated three Past Presidents come. Said committee shall meet for the purpose of selecting one or more persons from the rolls of active members in good standing as nominees for each office position on the Council. However, the Senior Vice-President shall automatically be nominated by the Nominating Committee as the candidate for the office of President. Such selections shall be made and certified to the Secretary at least eighty (80) days before the annual meeting. Not less than seventy (70) days before the annual convention, the Secretary shall notify each eligible voter of the nominees selected by the Nominating Committee, and that nomination may be made by the membership provided it is made by a petition bearing the name of the nominee and the signature of at least fifty (50) active members in good standing, (no more than one from any single agency member, and at least five (5) individuals from at least seven (7) states or territories in the Council); and further, that the petition is received by the Secretary, who shall certify the petition, at least ten (10) days before the annual convention.

Section 2. The election of Officers shall be held at the annual convention of the Regional Council held in odd numbered years. The term of office shall be two years, except that the terms of office of the Regional representative-at-large to the Board of Governors shall be four years, one representative-at-large position elected every two years; and all terms shall begin on October 1 or at the conclusion of the Annual Convention of NAHRO, held in odd numbered years, whichever is earlier. All officers and other successors have assumed their duly elected positions.

Section 3. Each active member present shall have one vote and shall cast such vote by written ballot or by a show of hands or voice as designated by the Executive Committee for each such meeting.

Section 4. No person shall be eligible for election to office and to the Executive Committee who is not an active individual member in good standing of the Association and of the Regional Council.

Section 5. Terms of Office - The term of office for Officers shall be two years and shall commence upon the first day of October following their election. All members of the Executive Committee shall serve until their successors have been duly elected and installed.

Section 6. Selection of State and Territorial Representatives - With regard to State and Territorial Representatives to the Executive Committee, the membership of each existing State and Territory association, as delineated in Article I, in a manner to be determined by said Association, shall designate a member from such state or territory to be its member of the Council Executive Committee; and shall certify such name to the Secretary of the Council for a term determined by said Association, commencing on October 1. In order to promote continuity of Council operations, the term of office for State and Territorial Representatives to the Executive Committee shall coincide to the greatest extent possible with term of office for Officers as prescribed in Section 2 of this Article.

ARTICLE VII

MEETINGS OF COUNCIL MEMBERSHIP

Section 1. Annual Meeting - The membership of SERC-NAHRO shall meet annually at a time and place to be determined by the Executive Committee, and reasonable notice of meeting dates shall be given to the membership. In the event of an unforeseen emergency condition, the Executive Committee shall have the power to postpone or suspend the meeting and, under such

conditions, shall have the power to change the place of meeting.

Section 2. Special Meetings - Special meetings of SERC-NAHRO may be called at any time by the Secretary at the call of the President, upon the recommendation of the Executive Committee, or on the written petition of at least one-tenth of the total active membership of SERC-NAHRO. The Secretary shall give notice of the time and place of regular or special meetings at least thirty (30) days prior thereto.

Section 4. Voting - A quorum must be present at any meeting at which business is transacted or vote is taken which shall commit SERC-NAHRO to any proposal or course of action. Without a quorum, meetings may be conducted at which the admission of new members is announced, a program is presented, or during which members engage in discussion of matters of Council interest. All questions shall be determined by a majority vote of the members present. All voting shall be voice vote, except that a written ballot shall be utilized upon an affirmative vote to this effect by the majority of the active members present.

ARTICLE VIII

COMMITTEES

Section 1. Standing Committees - The President shall appoint the following Standing Committees:

- (a) Housing
- (b) Community Revitalization and Development
- (c) Professional Development
- (d) Member Service
- (e) Commissioners

Consideration shall be given to the appointment of one member from each State and Territory within the jurisdictional boundary of the Council, one of whom shall be named Chairman by the President.

- (a) **Budget Committee** – The Budget Committee shall be composed of nine members, six of whom shall be the Officers of the Council, and three other members. The Budget Committee shall prepare a budget of anticipated income and expenses annually for the succeeding calendar year, which budget shall be submitted to the Executive Committee for consideration in the October 1 calendar year.

- (b) **Insurance Trustees** – Four members of the Council are Trustees for the Hospital Insurance Trust Agreement and in the event of the resignation, death, disqualification, disability or refusal to act of a named Trustee, a Successor–Trustee or one additional Trustee shall be appointed by the President of the Council, with the advice and consent of the Executive Committee. Such Trustees shall also act as Trustees in any other instruments concerning insurance such as long–term disability, retirement, and other desired matters as may be assigned by the Executive Committee.

- (c) **Nominating Committee** – The Nominating Committee shall be composed of three (3) most immediate Past Presidents of the Council who are active members of SERC–NAHRO, plus two (2) others appointed by the President who are also active members of SERC–NAHRO, but neither of whom shall be from the State or Territory of residence of any of the first three named members. The

Nominating Committee shall be vested with those responsibilities as prescribed in Article VI, Section 1, and such other duties and responsibilities as may be prescribed by the President.

- (d) **Policy Advisory Committee** - The Policy Advisory Committee shall be composed of not less than five (5) Past Presidents of the Council as may be appointed by each President from time to time, as well as the Senior Vice-President of the Council.
- (e) **Resolutions Committee** - The Resolutions Committee shall be composed of at least three (3) members of the Council and shall serve at the pleasure of the President.
- (f) **Site Selection Committee** - A Site Selection Committee of not less than two (2) persons shall be appointed by each President to consider locations, screen invitations, and recommend to the Executive Committee a site for the next annual meeting than unselected. It is recommended, but not required, that one of the members of each Site Selection Committee shall have served as Conference Chairman or President of SERC-NAHRO. Such Site Selection Committee shall recommend the site to the Executive Committee with a full report on availability of facilities and dates for the meeting, and final decision shall be made by the Executive Committee. By action of the President, with the concurrence of the Executive Committee, one or more additional Site Selection Committees may be appointed for selection of additional annual meeting sites.

- (g) Annual Conference Committee - The President shall appoint membership to the following committees for the annual conference of the Council: 1. Arrangements; 2. Exhibits; 3. Hospitality; 4. Program; and 5. Registration.

Section 2. Change in Number and Scope of Committees - Changes in number and scope of committees or the creation of new committees may be made from time to time by the President, with the approval of the Executive Committee.

Section 3. Regional Representation - When regional representation is requested for membership on committees of the National Association of Housing and Redevelopment Officials, it shall be the duty of the President of the Council to make such recommendations to the President of the National Association of Housing and Redevelopment Officials.

ARTICLE IX

AMENDMENTS

Section 1. Method - These By-Laws may be amended by a three-fourths vote of the active members in attendance at an Annual Business Meeting or at a special meeting called for that purpose, providing a quorum is present. No proposition to amend these By-Laws shall be acted upon unless written notice thereof has been filed with the Secretary at least forty-five (45) days prior to the meeting, and each active member of SERC-NAHRO shall be provided with a written notice stating the proposed amendments at least thirty (30) days prior to the date of such meeting. Only such changes as specified in said notice shall be made; however, by the unanimous vote of all the members present at a regular or special meeting, the By-Laws may be amended without previous notice.

Section 2. Approval by NAHRO - These By-Laws and any amendments thereto shall become effective on approval by the Board of Governors of NAHRO.

ARTICLE X

PARLIAMENTARY PROCEDURE

Section 1. Except as otherwise provided by these By-Laws or Amendments thereto, "Roberts Rules of Order" shall govern all questions of procedure and parliamentary law in the conduct of Council business at any meetings prescribed herein.

ARTICLE XI

SEAL

Section 1. Description - The seal of SERC-NAHRO shall be circular in shape and shall bear the wording "Southeastern Regional Council - National Association of Housing and Redevelopment Officials".