

BY-LAWS

Of The LOUISIANA HOUSING COUNCIL CHAPTER OF THE NATIONAL  
Association OF HOUSING AND REDEVELOPMENT OFFICIALS

ARTICLE I - NAME

The name of this organization shall be Louisiana Housing Council, Inc.

ARTICLE II - AREA OF OPERATION

The area of operation shall be the State of Louisiana.

ARTICLE III - PURPOSE

The purposes for which this corporation is formed are purely public, educational and charitable within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, and the objects to be carried on and promoted by it are as follows:

(a) To promote and advance decent, safe and sanitary housing for persons of low income, including the elderly and handicapped, within the State of Louisiana, and to act as a chapter of National Association of Housing and Redevelopment Officials and to foster and promote within Louisiana the programs sponsored by the National Association of Housing and Redevelopment Officials; to lessen the burdens of government; promote social welfare; combat community deterioration; instruct and train the individual members for the purpose of improving or developing their administrative capabilities; instruct the public on subjects useful to the individual and beneficial to the community; sponsor public discussion groups, panels, lectures, and similar programs; sponsor and promote the exchange of information and experience of members on subjects of housing and community development, their organizations, policies, administration and operations; and, sponsor efforts to improve standards in all phases of housing and community development;

(b) To meet on a regular basis and to utilize these regular meetings and other year round activities to achieve the purposes and goals of this organization;

(c) To promote cooperation among all agencies administering housing and community development programs, federal, state, parish and local agencies having jurisdiction over same, and with the general public;

(d) To promote the common good and general welfare of the cities, parishes, and state, their inhabitants, surrounding territories and their

inhabitants, hereby benefiting society by reducing the causes of crime, poor health, and

blighted conditions, combat community deterioration and juvenile delinquency, and to promote community improvement by fostering ideals, principals, and beliefs in providing decent, safe and sanitary housing;

(e) Without limiting the generality of the foregoing, this corporation shall have all the powers, privileges, rights and immunities necessary or convenient for carrying out the purposes for which this corporation is formed and the directors hereby claim for this corporation all the benefits, privileges, rights and powers created, given, extended, or conferred by the provisions of all applicable laws enumerated in Louisiana R.S. 12:207 pertaining to non-profit corporations and any additions or amendments thereto; and,

(f) Notwithstanding any other provisions of these By-Laws, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended, or by an organization contributing to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended;

As an incident to the stated objects, this corporation shall have the right, power and authority to purchase, receive any donations, or acquire by any other legal means all species of property, real and personal, and mixed which shall be deemed by the membership thereof to be useful in carrying out the stated objects and purposes, and to borrow and to issue notes, or other evidence of debt and to secure the same by mortgages, pledges, hypothecation, and any other security, or devices.

In furtherance of such purposes, this corporation shall do any and all things permitted by law and enjoy all the rights, privileges, and powers accorded to non-profit corporations under the laws of the State of Louisiana, including the power to conduct and carry on any and all business or businesses of the corporation. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and

distribution for the furtherance of the purpose set forth herein.

The corporation shall not carry on any other activity or activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE IV - MEMBERSHIP

Membership shall consist of three types as follows:

(1) Agency - Each local Public Agency and any individual or firm engaged in the Housing, Section 8 Voucher & Certificate Program, and/or Community Development field and associated with a local Public Agency or involved in the ownership or management of a United States Department of Housing and Urban Development subsidized housing complex in the State of Louisiana shall be admitted to membership upon payment of dues as established by the Board of Directors. Each agency member shall have a voice in the corporation and shall be entitled to one (1) vote.

(2) Associate - Any individual or firm engaged in the housing and community development field and not associated with a Local Public Agency or involved in the ownership or management of a United States Department of Housing and Urban Development subsidized housing complex in the State of Louisiana shall be eligible for Associate Membership in the corporation and shall be referred to as an Associate Member. Associate Members shall have a voice in the affairs of the corporation, but shall not be entitled to vote. They will be admitted upon the payment of dues as established by the Board of Directors.

(3) Honorary - Honorary membership in the corporation may be conferred upon an individual by a majority vote of the members present at the Annual Meeting. Such honorary membership shall not confer voting privilege nor require payment of dues.

#### ARTICLE V - OFFICERS

##### Section

1. The officers of the corporation shall be a President; a Senior Vice-President; Vice-President for Housing; Vice President for Section 8; Vice President for professional Development; Vice President for Community Revitalization; Vice President for Member Services; Vice President for

Commissioners; a Secretary and a Treasurer, all of whom shall be employed by a agency who is a active member of the Louisiana Housing Council, Chapter of NAHRO.

Section 2. It shall be the duty of the President to preside at all meetings of the corporation and of the Board of Directors, to see that the By-Laws are strictly enforced, to supervise generally all affairs of the corporation and at the annual meeting to make a report of the accounts and general business of the corporation during the preceding year. The President shall be ex-officio member of all standing committees and shall appoint additional special committees as may from time to time be necessary to the affairs of the Chapter. The Senior Vice-President shall preside in the absence of the President. In the absence or inability of the President and the Senior Vice-President to attend any meeting, a Vice-President shall call the meeting to order and preside. If the President, the Senior Vice-President and all other Vice-Presidents be absent from any meeting, the Secretary or Treasurer shall call the meeting to order and a temporary chairman shall be elected.

Section 3. In order to further the aims and purposes of the corporation and to facilitate organizational functions, operations, and activities serving the various programs that are part of the corporation's interests, all such areas of interest and program activities, as determined appropriate by the Board of Directors, may be assigned to the Vice-President by the President.

Section 4. The Senior Vice-President shall assist the President in coordinating the development of program affairs, and shall carry out such other duties as may be assigned.

Section 5. The seven Vice-Presidents may appoint, with the advice and consent of the President, such committees as they may deem necessary, or as may be directed by the Board of Directors following the principles and considerations or committee appointments set forth hereinafter. Except as otherwise provided herein, the terms of all committees and members thereof shall expire at the end of the Presidents term.

Section 6. The Secretary shall keep a record of the proceedings of the Corporation in a book maintained for that purpose. The Secretary shall send out notices required and attend to such other business as may belong to his office or as may be directed by the officers. The Secretary shall promptly

furnish to the Central Office of NAHRO current lists of names, titles and addresses of the officers of the Chapter.

Section 7. The Executive Secretary shall be appointed by a majority vote of the Board of Directors for an Unspecified period of time. He shall manage the day to day affairs and correspondence of the corporation. The Executive Secretary shall be compensated at the discretion of the Board of Directors. He shall be the custodian of the funds of the corporation. He shall collect all monies payable to the corporation and shall deposit and invest the same as directed by the Board of Directors.

Section 8. The treasurer shall disburse funds of the corporation upon written approval of the President or as authorized by the Board of Directors of the corporation. The treasurer shall keep the books of accounts of the corporation and shall submit a statement of his accounts, with the proper vouchers, at the regular meetings of the corporation. He shall render an annual account to the officers prior to each annual meeting. He shall perform such other duties as properly belong to this office, or as may be specified by the Board of Directors. The books of the Treasurer shall be open for inspection by the officers, or any committee appointed by them, for the purpose of making an examination thereof. Before entering upon their duties, the Executive Secretary and Treasurer shall enter into a good and sufficient bond as required by the Board of Directors, the amount to be determined by the Board of Directors payable to the Louisiana Housing Council, Inc. The premium of said bond shall be an authorized expenditure out of the corporation funds.

Section 9. The officers shall not receive compensation for their services.

#### ARTICLE VI - BOARD OF DIRECTORS

Section 1. The control and management of the affairs, funds and property of the corporation shall be vested in a Board of Directors, the members of which shall be employed by a agency who is a active member of the Louisiana Housing Council, Chapter of NAHRO.

Section 2. The Board of Directors shall consist of ten (10) elected principal officers, six (6) additional members to be elected for two-year (2 year) staggered terms at large by the corporation members, and all active past presidents.

Section 3. At each annual business meeting three (3) members shall be

elected as Board of Directors for a term of two (2) corporation years. Between annual meetings, the Board of Directors shall elect members to fill vacancies in its membership.

Section 4. Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the corporation and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time and shall be called by the President or the Secretary upon written request of a majority of the membership.

Section 5. Notice of meetings, other than the regular annual meeting, shall be given to each member of the Board of Directors in person or in writing directed to his address on record at least seven (7) days before the date designated for the meeting; such notice shall specify the time and place of such meeting 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 6. Quorum - At any meeting of the Board of Directors, seven (7) members shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time, not more than fifteen (15) days later.

Section 7. Voting - At all meetings of the Board of Directors, each member shall have one vote, but no more than one even though an individual be in possession of a proxy.

Section 8. Removal of Member - If a Board of Directors member fails to attend three (3) consecutive meetings of the Board of Directors and such absences are not excused by the Board of Directors, his place shall automatically become vacant and such vacancy shall be filled as herein provided.

#### ARTICLE VII - DUES

Section 1. The Board of Directors shall, as it deems necessary for the operation of the corporation, establish dues for membership in the corporation. It shall be the duty of the Treasurer to direct the collection of these dues.

Section 2. Membership dues not paid within three (3) months past the

date due shall be considered in arrears as to dues. After due notice, such members in arrears shall be removed from the membership rolls of the corporation.

ARTICLE VIII - ELECTION OF OFFICERS AND BOARD OF DIRECTORS

Section 1. The election of officers each two years and members of the Board of Directors each year shall be held at the annual meeting. All members of the Board of Directors shall serve until their successors have been duly elected and qualified.

Section 2. The vote may be either by ballot or by voice, and each Agency member present shall have one vote. There shall be no voting by proxy.

Section 3. The President shall, at least four weeks prior to the annual meeting, appoint a nomination committee of five (5) members, which committee shall file with the Secretary a full ticket to be voted for as officers and/or Executive Committee members at the ensuing annual meeting. Nominations may also be made from the floor.

Section 4. No person shall be eligible for election as an officer whose Housing Agency is not a member of the Louisiana Housing Council.

Section 5. If a vacancy occurs in any office of the corporation, it may be temporarily filled by the Board of Directors, and shall be filled for the balance of the term by vote of the membership at the next meeting.

Section 6. All officers shall be elected for a term of two corporation years at the appropriate annual business meeting and shall assume the duties of their respective offices at the beginning of the following corporation year. Board of Directors members, at large, are elected for a two-year staggered term, with three members to be elected each year. The corporation year shall begin on October 1st of each calendar year and shall end September 30th of the following year.

ARTICLE IX - COMMITTEES

Section 1. There shall be the following standing committees of the corporation:

- (a) Housing
- (b) Community Revitalization and Development
- (c) Professional Development/District Directors
- (d) Member Services
- (e) Commissioners

(f) Section 8

(g) Insurance

Section 2. The President shall appoint the standing committees and such other committees as he may deem necessary to the effective conducting of the corporation activities and the furtherance of the purposes of the corporation.

Section 3. The President shall inform the Board of Directors of all committee appointments.

Section 4. Committee appointments shall be for a two-year period and run concurrently with the terms of the officers of the corporation.

Section 5. Insurance Board of Trustees shall be a standing committee, by the president of LHC. shall consist whose term of office shall be once appointed\_\_of seven (7) persons whose term shall expire upon death, resignation, retirement, or no longer an active member of LHC. Members of this Board shall be employed by an agency that is an active member of at least one of the LHC Insurance programs.\_\_The Chairman of the Insurance Committee shall be elected by majority vote of the Committee.

Section 6. All standing committees shall be composed of five (5) to ten (10) members.

#### ARTICLE X - MEETINGS

Section 1. The membership of the corporation shall meet annually on the third Thursday of May. Should such day fall on a holiday, then the annual membership meeting shall be held on the following day. A notice at least ten (10) days prior to the meeting dates shall be given to the members of the corporation. Under emergency conditions, the Board of Directors shall have the power to postpone or suspend the meeting; and, under such conditions, shall have the power to change the place of the meeting.

Section 2. Special meetings of the corporation may be called at any time by the Secretary on the order of the President on the signed petition of at least one-fourth of the total active membership. The Secretary shall give notice of the time and place of regular or special meetings at least one week prior thereto.

Section 3. A regular meeting may be postponed by order of the President or by a notice signed by three (3) officers, or by a petition signed by one-third of the members.

Section 4. At any meeting of the Board of Directors, seven (7) members

shall constitute a quorum for the transaction of business; but in the event of the quorum not being present, a lesser number may adjourn the meeting to some future time, not more than fifteen (15) days later.

Section 5. A quorum must be present at any meeting at which business is transacted or a vote taken committing the corporation to any proposal or action. Without a quorum, meetings may be held at which the admission of new members may be announced, a program may be presented, or the members may engage in discussion of the matters of the corporation interest.

#### ARTICLE XI - AMENDMENTS

Section 1. These By-Laws may be amended at an annual or special meeting of the corporation by a two-thirds vote of the members present, provided a quorum is present. No proposition to amend shall be acted upon unless written notice thereof has been filed with the Secretary at least three weeks prior to the meeting. A copy of any proposed amendment or summary of the changes to be made thereby filed with the Secretary shall be embodied in the call for the annual or special meeting, and a copy shall be sent to every member of the corporation at least ten (10) days before the date of such meeting.

Section 2. No amendment to these By-Laws shall become effective unless and until approved by the Executive Committee of the Southwest Regional Council of NAHRO.

#### ARTICLE XII - ROBERTS RULE OF ORDER

Section 1. "Roberts Rule of Order" shall be the Corporation's final authority on all questions of procedure and parliamentary law in government under by-laws.

#### ARTICLE XIII - EFFECTIVE DATE OF BY-LAWS

Section 1. These by-laws and any amendments thereto shall become effective on approval by the Executive Committee of the Southwest Regional Council of NAHRO, and are subject to revocation by the Executive Committee or the Board of Governors of the Association for due causes. Upon approval by the Executive Committee of the Southwest Regional Council of NAHRO, a copy of these by-laws and of any amendments thereto shall be transmitted to the National Association of Housing And Redevelopment Officials (NAHRO), 630 Eye Street, N.W. Washington, D.C. 2001-3736.

By-Laws of the Louisiana Housing Council, Chapter of the National Association of Housing And Redevelopment Officials, Adopted at Southwest Regional Meeting in Lafayette, La. June 23,2002 By the Executive Committee.