



## NAHRO Board of Ethics and Credentialing Trustees (BECT)

**HISTORY:** The BECT By-Laws were last revised in 2002. Proposed revisions address general administrative issues only.

**PROPOSED:** The BECT intends to present revised By-Laws for approval. Final BECT deliberation is scheduled for July 27, 2018. Amendment or repeal of By-Laws by more than a majority of sitting Trustees is required to submit to the NAHRO Board of Governors for approval.

### **SUMMARY OF CHANGES** (not comprehensive, complete proposed By-Laws follow):

1. Article III:
  - a. Changes to wording of timing of appointment and election of Trustees to allow new Trustees to be seated prior to selection of Officers.
  - b. Allows the Board of Governors to remove for cause Trustees appointed by the President in cases of conflict of interest.
  - c. Cause is more fully defined.
2. Article IV: Election procedures for officers are defined.
3. Article V:
  - a. Manner of meeting (in-person, electronically etc.) is defined. Definition of quorum is more fully defined.
  - b. Executive Sessions including those to enforce violations of the NAHRO Code of Professional Conduct are more fully defined.
  - c. Conduct of meetings including applicable Parliamentary Procedure is more fully defined.

<b><i>Bold Italic =New content</i></b>	<del>Strikethrough</del> =Removed content	Plain Text =No Change
--	---	-----------------------

### **BECT By-Laws-DRAFT Version 4.2**

Draft Revised 6/29/2018

#### **Article I - Name, Office**

***The name of the Board shall be The Board of Ethics and Credentialing Trustees (BECT), and its contact address shall rest with the principal office of the National Association of Housing and Redevelopment Officials (NAHRO), currently 630 I Street NW, Washington, D.C. 20001.***

## **Article II – Purpose, Powers, Authority**

The Board of Ethics and Credentialing Trustees (BECT) shall administer the NAHRO Certification and Credentialing Programs in accordance with policies promulgated by the NAHRO Board of Governors. In administering these programs, the Trustees may solicit, or receive without solicitation, the views and recommendations of appropriate NAHRO committees concerning the management and operation of the certification programs.

The BECT receives, initiates as appropriate, considers, and takes action concerning all complaints alleging violations of the NAHRO Code of Professional Conduct (CPC) in accordance with Rules of Procedure adopted by the BECT and approved by the NAHRO Board of Governors.

The BECT, in consultation with other NAHRO committees and NAHRO professional staff, has primary authority and responsibility for originating and carrying out activities, initiatives, and programs to foster professional ethical awareness on the part of NAHRO members and to promote strict adherence to the NAHRO Code of Professional Conduct.

## **Article III – Trustees – General**

Number and qualifications. The number of Trustees shall be at least nineteen, but not more than twenty-five. Each Trustee shall hold office for the term for which he or she is elected, or until his or her death, resignation, or removal. Persons eligible to serve on the Board of Ethics and Credentialing Trustees are any active NAHRO members who have at least five years of experience in one of the following areas: public housing, affordable housing, community or economic development.

Election, Appointment and Term. Members of the Board of Ethics and Credentialing Trustees shall be elected or appointed as follows:

### **a) Regional positions**

Sixteen of the twenty-five positions shall be filled by persons elected or appointed in accordance with the By-laws of NAHRO's respective Regional Councils. The term of the regional representatives shall be four years. Each region will assign staggered four-year terms to assure continuity in representation on the Board of Ethics and Credentialing Trustees.

### **b) At-large positions – Regional nominees**

Three positions shall be at-large positions filled by persons elected by the NAHRO Board of Governors ***during its meeting held immediately prior to its Annual Meeting in election years.*** Persons shall be elected from among nominees submitted by the Regional Councils. Each of the eight Regional Councils may nominate one person for each of the three at-large positions. The term of office shall be four years, commencing at the NAHRO Annual Conference ***Meeting*** in election years.

c) At-large positions – Presidential appointees

~~Up to six at large positions may be held by persons named by the President of NAHRO when in his/her opinion minority group or other reasonable representation is not accomplished through regional appointments and nominations provided for in 3.1 and 3.2 above.~~

***Up to six at-large positions may be held by persons named by the President of NAHRO following regional appointments and nominations provided for in Article III a) and b) above. The term of office shall be two years. The President, in making appointments, will strive to insure minority group or other reasonable representation is accomplished.***

d) Expiration of Terms of Trustees

~~All terms shall expire at the time of the annual meeting of the Association held during the year.~~

***Expiring terms shall end prior to the meeting for election of officers held in conjunction with the annual meeting of the Association held during its election year.***

e) Removal

1. A Trustee elected by a Regional Council may be removed from office for cause by a vote of two-thirds of those voting at a meeting of the Regional Council Executive Committee.
2. A Trustee elected by the NAHRO Board of Governors may be removed for cause by a vote of two thirds of those voting at a meeting of the NAHRO Board of Governors.
3. A Trustee appointed by the President may be removed for cause by the President, ***or by the Board of Governors in cases of Presidential conflicts.***

***For purposes of this section, cause may include, but not be limited to, any violation of the Code of Professional Conduct or lack of attendance and participation in meetings.***

f) Vacancies

Vacancies during an existing term shall be filled within one hundred and eighty (180) days of the occurrence of the vacancy as in hereinafter provided. Trustees elected to fill a vacancy shall serve during the unexpired term of the trustee whose departure created the vacancy.

1. Regional positions

A vacancy in a regional position shall be filled by the regional President of the region in which the vacancy occurred.

2. Elected At-large positions – Regional nominees

A vacancy in an elected at-large position shall be filled by the Board of Governors from among nominees submitted by the regional councils.

Each regional council shall nominate one person for each vacant elected at-large position. The Board of governors may elect a Trustee to fill any vacancy not filled by a regional council within the prescribed time. (see “Article II f)” above).

3. At-large positions – Presidential appointees

A vacancy occurring in an at-large presidential appointee position may be filled by the President in accordance with “Article II c)” above.

## **Article IV – Officers, Election and Term**

Officers of the Board of Ethics and Credentialing Trustees shall consist of a Chairperson, a Vice-Chairperson and a Secretary.

a) Chairperson

The Chairperson shall be a member of the Board of Ethics and Credentialing Trustees. The Chairperson shall, when present, preside at all meetings of trustees. He or she shall sign, with any other proper officer, certificates for certification and shall perform all duties incident to the office of the Chairperson and other duties as may be prescribed by the Board of Ethics and Credentialing Trustees from time to time.

b) Vice-Chairperson

The Vice-Chairperson shall be a member of the Board of Ethics and Credentialing Trustees. The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of that office, and shall perform other such duties and have other such powers as the Board of Ethics and Credentialing Trustees shall prescribe.

c) Secretary

The Secretary need not be a member of the Board of Ethics and Credentialing Trustees. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Ethics and Credentialing Trustees.

d) Election and Term

Officers shall be elected by the Board of Ethics and Credentialing Trustees for two-year terms. Election of officers shall be held at the meeting of the Board of Ethics and Credentialing Trustees which is convened in conjunction with the NAHRO Annual Conference. ***Elections for the purpose of filling vacancies which occur may be held at any regular or special meeting of the Board of Ethics and Credentialing Trustees.*** Any vacancy shall be filled by the Trustees for the unexpired term.

***Each individual interested in serving as an officer shall be provided an opportunity to address the Board of Ethics and Credentialing Trustees prior to nominations and elections. Nominations and voting shall occur using established Procedures for electing the Chairperson and Vice-Chairperson as identified within the Board of Ethics and Credentialing Trustees page on NAHRO's website, currently [www.nahro.com](http://www.nahro.com).***

Each officer shall hold office for the term he or she is elected, or until his or her death, resignation, retirement, removal, disqualification, or his or her successor is elected & qualifies.

## **Article V – Meetings**

***Meetings may be conducted in person, via telephone, or electronically. Scheduled in-person meetings do not require telephone or electronic connection to absent trustees in order to conduct business, as long as an in-person quorum is present. If possible to connect via telephone or electronically, absent Trustees, who provide notice of absence in advance, will be notified in advance of the meeting.***

### **a) Regular meetings**

Regular meetings of the Trustees shall be held at a time and place established by the Trustees.

### **b) Special meetings**

Special meetings of the Trustees may be called by or at the request of the Chairperson, or at the request of one third of the members of the Trustees.

### **c) Executive Sessions**

***Executive Sessions may be scheduled for any regular or special meeting or may be initiated at the onset of the meeting as warranted. Executive Sessions conducted via telephone or electronically require participating Trustees to insure confidentiality of both conversation & action in accordance with the Oath & Agreement of Confidentiality.***

### **d) Notice of meetings**

There shall be at least two weeks' notice of the time and place of regular and/or special meetings. Such notice shall specify the purpose for which the meeting is called. Participation by a Trustee at any meeting shall constitute a waiver of notice of such meeting.

### **e) Quorum**

At least one third of the Trustees then holding office shall constitute a quorum for the transaction of business at any meeting of the Trustees.

f) Voting and Action

***All meetings shall be conducted in conformance with generally accepted rules of Parliamentary Procedure, using Roberts' Rules of Order as guidance.***

Except as otherwise provided in this section, the action of the Trustees present at a meeting at which a quorum is present shall be the action of the Board of Ethics and Credentialing Trustees. The vote of a majority of the Trustees then holding office shall be required to propose to the Board of governors that it adopt, amend or repeal any provision of these by-laws.

**Article VI – General Provisions**

Except as otherwise provided herein, these ~~Statement of Procedures~~ ***By-Laws*** may be amended or repealed by an affirmative vote of a majority of the Trustees then holding office. Any such action shall have no effect unless and until such action has been approved by the NAHRO Board of Governors.