

BY-LAWS
MISSOURI CHAPTER
OF THE
NATIONAL ASSOCIATION OF HOUSING AND
REDEVELOPMENT OFFICIALS, INC.

ARTICLE I - NAME

The name of this organization shall be the Missouri Chapter of the National Association of Housing and Redevelopment Officials, Inc.

ARTICLE II - AREA OF OPERATION

The area of operation shall be the State of Missouri subject to provisions of the Constitution of the National Association of Housing and Redevelopment Officials (NAHRO) and these By-Laws.

ARTICLE III - OBJECTIVES AND PURPOSES

The objectives and purposes of the Chapter shall be exclusively charitable and educational within the meaning of Sections 501(C)(3) of the Internal Revenue Code and in furtherance thereof:

- A. To provide means of discussion of various phases of community development and housing *programs*.
- B. To stimulate formulation and adoption of community development and housing policies and programs that reflect the needs of the area.
- C. To increase the knowledge and understanding of community development and housing needs in the area of operation.
- D. To encourage the interest, understanding and participation of officials of local and state governments in community development and housing programs.
- E. To establish offices and facilities and employ personnel, as required, to carry out the corporation purposes, and in the name of the Missouri Chapter of the National Association of Housing and Redevelopment Officials, Inc., to receive and acquire by gift, purchase, devise, bequest, or otherwise as *may* be lawful, moneys and real and personal property of any kind, and to hold, accumulate, invest or dispose of such property or income derived therefrom for the furtherance of the above stated purposes.
- F. To do everything necessary, proper and advisable to accomplish the above purposes as set forth and to do all other things incidental thereto and connected therewith which are not forbidden by the Missouri not-for-profit corporation law or by any other law and for-

bidden by the Articles of Incorporation of By-Laws of this corporation, or the Constitution of the National Association of Housing and Redevelopment Officials.

G. To carry out the purposes hereinabove set forth in the State of Missouri or other political subdivision of the United States of America as set forth in Article II and to *the* extent that such purposes are not forbidden by the laws of such state or political subdivision of the United States of America.

H. To improve the standards and practice of all phases of administration directly related to the above objectives.

I. To develop and improve the professional standards involved in the administration of programs to achieve the above objectives.

J. To strengthen the capacity of the Association at all levels to provide for (a) the exchange of knowledge and results of experience; (b) the conduct of meetings, training, and educational programs for the exchange of information; (c) the improvement of program administration and (d) the enhancement of professional development opportunities.

K. To facilitate the effective relationships among all levels of government in the development and execution of housing and community development responsibilities.

L. To cooperate and collaborate with other agencies, associations and groups, both public and private, having similar or related purposes.

ARTICLE IV - GENERAL RULES GOVERNING CHAPTER ACTIVITIES

Section 1. The Missouri Chapter shall transmit to the President of the Southwest Regional Council of NAHRO such records of Chapter minutes, notices of meetings, publications, etc., as are pertinent.

Section 2. The Chapter shall not engage in political or partisan activities of any kind. It shall not engage in employer/employee controversies; but this prohibition shall not prevent study and discussion of these administrative relationships. Any action or recommendation by the Chapter regarding the subjects of this Section shall be approved by a majority vote of the members voting at a regular or special meeting.

Section 3. All recommendations of the Chapter involving policy and procedures affecting any official community development or housing activity shall be made to the Executive Committee of the Southwest Regional Council through its standing committees.

Section 4. All activities of the Chapter shall fall clearly within the purposes of NAHRO and shall be conducted in accordance with the policies and procedures of NAHRO, and within the framework of the Southwest Regional Council.

Section 5. Should any questions arise concerning the application, force, effect, or interpretation of any of these general rules governing the conduct of Chapter activities, the Executive Committee of the Southwest Regional Council shall be consulted, and if the action of that body fails to clarify or answer the question, it shall be referred to the Board of Governors, National Association of Housing and Redevelopment Officials, for final determination.

Section 6. The Chapter may perform such duties and functions as may from time to time be specified by the Executive Committee of the Southwest Regional Council.

ARTICLE V - MEMBERSHIP: QUALIFICATIONS, VOTING AND DUES

Section 1. *Any public agency, department, or organization having to do primarily with one or more phases of housing, rehabilitation, redevelopment, community development or related programs shall be eligible for active agency membership in the Association upon payment of such dues as may be established by the Association as hereinafter provided.*

*Each agency member is entitled to one vote at Association meetings. **Agency member will designate associate to have full voting rights.***

All associates of an active agency member shall be eligible to participate in all activities open to the membership.

Every associate of an active agency member shall be eligible to hold any office in the Chapter.

Section 2. *Any agency, individual, corporation, company, or other organization interested in the purposes and activities of the Association shall be eligible for affiliate membership. Affiliate agency membership shall have all rights of active agency membership including the right to vote and hold office, **unless there exists a possible conflict of interest, as determined by the Corporate Board,** upon payment of such dues as may be established by the Association as herein provided.*

Section 3. Membership Termination. The Corporate Board, 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 4 . Dues. The dues for all classes of members shall be determined from time to time by the Corporate Board.

Section 5. Life Membership. *A retiring member, in good standing, may be granted a Life Membership by the Corporate Board without further payment of dues. The membership shall be the same class as if the member represented a agency or organization as provided under Section 1 or Section 2.*

ARTICLE VI - ORGANIZATION AND MANAGEMENT CORPORATE BOARD, MEMBERS

Section 1. The management of the affairs and funds of the Chapter shall be entrusted to the Corporate Board, the members of which shall all be active *agency or affiliate* members in good standing of the Chapter.

Section 2. The Corporate Board shall consist of the elected officers of the Chapter, the Immediate Past President, and nine (9) elective members based upon a reasonable geographical distribu-

tion and fully representative of membership interests. Past presidents of the Missouri Chapter of NAHRO who are currently active in the fields of public housing, assisted housing, or community development, within the state of Missouri, shall be ex officio voting members of the Corporate Board.

Section 3. *The nine (9) elective members of the Corporate Board shall serve staggered two year terms of office, beginning October 1 of the year of election. Specifically, in October 2003, there shall be three (3) directors elected to serve terms ending in 2005, three (3) directors elected to serve terms ending in 2007, and three (3) directors elected to serve terms ending in 2009. In subsequent odd-numbered years three (3) directors shall be elected to two-year terms. The Immediate past President shall automatically serve a two-year term immediately following his/her term of office as president.*

Section 4. *Vacancies on the Corporate Board occurring between Corporate Board meetings shall be filled by the President with approval of a majority of the remaining members of the Board present at the next meeting to complete an unexpired term.*

Section 5. The Corporate Board shall establish procedures for the selection of Chapter representatives to the required Standing Committees.

Section 6. The Corporate Board shall hold not less than two regular meetings each year. Notice of a regular meeting shall be mailed *or transmitted via electronic media* to each Board member not less than *twenty (20)* days before the meeting date.

Special meetings of the Board may be called by the President or the Secretary upon the written request of one-fourth of the Board membership. Notice of special meetings shall specify time, place and purpose of the meeting and business to be conducted.

Section 7. At any meeting of the Corporate Board, a majority of the members of that Board shall be present to establish a quorum for the conduct of business of the Chapter. Each member of the Corporate Board shall be entitled to one vote and member must be present, no proxy permitted.

ARTICLE VII - OFFICERS

Section 1. The officers of the Missouri Chapter of the National Association of Housing and Re-development Officials, Inc., shall be a President, Senior Vice-President, Vice-President for Housing, Vice-President for Community Revitalization and Development, Vice-President for Professional Development, Vice-President for Member Services, Vice-President for Commissioners, Secretary, and Treasurer, all of whom shall represent agency or affiliate members in good standing of the state Chapter. The five Vice-Presidents shall be with Portfolio corresponding to the four standing Regional and National Committees.

Section 2. It shall be the duty of the President to also serve as President of the Corporate Board, and with the advice and consent of said Board, to administer the affairs of the Chapter. The President shall perform this duty largely through the guidance of the work of the Corporate Board. 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 Corporate Board of the Chapter. In the absence or inability of the President to serve, the Senior Vice-President shall perform the duties of the President, and shall succeed the President should the President be unable to complete his/her term of office. The Senior Vice-President having completed an unexpired term of President may be a candidate for the office of President.

Section 3. The five (5) Vice-Presidents shall be responsible for the conduct of business of the Standing Committees of which by virtue of their having been elected Vice-Presidents they are automatically Chairperson and shall preside at all meetings of said Committees, and insure that minutes of the Committee meetings are maintained and copies made available to the Corporate Board. The Vice-Presidents may be assigned duties and responsibilities by the *President or* Corporate Board related to the current interests of the Chapter as it coordinates its efforts with those of the Southwest Regional Council and the National Association, all within the scope of the standing committees which they chair.

Section 4. The Secretary shall keep a record of all meetings of the Board and the Chapter and shall send out notices as necessary and attend to other duties as may be required of the office.

Section 5. The Treasurer shall be the custodian of any funds of the Chapter pursuant to procedures adopted by the Corporate Board in settlement of Chapter expense, investment of funds, accepting gifts, and bonding of officers. The Treasurer shall report on the financial affairs of the Chapter at each annual and biennial meeting of the Chapter and at all Corporate Board meetings. The treasurer shall keep a book of accounts, which shall be open for inspection to the officers of the Chapter or any committee appointed for the purpose of such examination.

Section 6. The President may appoint such assistants or committees as in the President's judgment may be necessary to the satisfactory and efficient discharge of the functions or business of the Chapter.

ARTICLE VIII - ELECTION OF OFFICERS

Section 1. The election of officers shall take place at the biennial meeting of the Chapter occurring in odd-numbered years as designated by the Corporate Board.

Section 2. The President shall appoint a Nominating Committee not less than six (6) weeks prior to the meeting of the Chapter *at which meeting election of officers shall be held*. The Nominating Committee shall prepare a full slate of nominees for the required offices for election by the membership of the Chapter. The nominating Committee shall consist of the current President and *active* past presidents *of the Chapter*.

Section 3. The nominees selected by the Nominating Committee shall be transmitted to the membership of the Chapter not less than twenty (20) *calendar* days prior to the biennial meeting.

Section 4. *Nominations to office may be made from the membership by petition which shall bear the name of the nominee and the signature of at least ten (10) associates members of ten (10) different active agency or affiliate members in good standing, and further, that the petition is received by the Secretary, who shall certify the petition, at least twenty (20) calendar days before the meeting.*

Section 5. The election shall be by a show of hands or by written ballot. Prior to the biennial election, the President *shall* appoint an Election Committee of three (3) members to distribute, collect and count the ballots, *if needed*. The Election committee shall announce the results of the balloting.

Section 6. The Election Committee, *if so appointed*, shall serve for one election only. If any questions of procedure arise, the ruling of the President shall control, subject to Roberts Rules of Order.

Section 7. The term of office shall be two years and shall coincide with the terms of office of the national Officers and the board of Governors. All officers shall serve until their successors have assumed their duly elected office.

ARTICLE IX - MEETINGS

Section 1. *A General meeting of the Chapter shall be at such time and place as may be determined by the Corporate Board for the purpose of the election of Chapter officers and Corporate Board members. The Secretary shall give notice to all members of the time, place and purpose of the meeting at least twenty (20) calendar days prior to the date of the meeting (the date having been set by the Corporate Board).*

Section 2. Round table discussion groups or workshop training sessions may be held as planned by the Corporate Board or Standing Committees.

Section 3. Special meetings may be called at any time by the Secretary on the order of the President or the Corporate Board or on the written request of at least ten (10) percent of the members of the Chapter. The Secretary shall give notice to all members of the time, place and purpose of special meetings *twenty (20) calendar days prior to the meeting*.

Section 4. A general meeting may be postponed by order of the President with concurrence of the Vice-Presidents.

Section 5. Attendance at any meeting of the Chapter shall be confined to members of the Chapter and invited guests.

Section 6. A majority vote of the active members, who are assembled in the meeting room, shall be sufficient for the transaction of business at any meeting of the chapter, provided that such meeting has been fully announced as provided in these By-Laws, and such assembly of members shall constitute a quorum.

ARTICLE X - STANDING COMMITTEES

Section 1. The Missouri Chapter shall have five (5) standing committees: Housing; Community Revitalization and Development; Professional Development; Member Services, and; Commissioners.

Section 2.

A. **The Housing Committee** and the **Community Revitalization and Development Committee** shall generally address the program areas of their respective functions, and shall recommend actions to the Corporate 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.

B. **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 engaged in such job opportunities.

C. **The Member Services Committee** shall serve the general and special interests of the members which cut across program and professional lines; represent the special 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, and the solicitation of new members.

D. **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. *Each Standing Committee shall have a minimum of two (2) members who shall be appointed by the President and any additional member, shall be appointed by the Vice President of the respective committee. Association members in good standing may self appoint to any committee of their choosing with full voting rights on that committee. The Chairperson shall be the Chapter Vice-President for the respective Standing Committee. The Vice-Chairperson of each Standing Committee shall be elected by its respective Committee members to serve a term concurrent with the term of the President.*

ARTICLE XI - AMENDMENTS

Section 1. These By-Laws may be amended only at a general meeting of the Chapter, or at a special meeting of the Chapter called for the purpose, by a two-thirds vote of the members present. No proposed amendment shall be acted on unless written notice thereof has been filed with the Secretary at least thirty (30) calendar days prior to the meeting. A copy of the proposed

amendment shall be embodied in the call for the meeting and a copy shall be sent to each member of the Chapter at least twenty (20) calendar days prior to the date of the meeting.

ARTICLE XII - ROBERTS RULES OF ORDER

Section 1. Roberts Rules of Order shall be the Chapter's final authority on all questions of procedure and parliamentary law.

ARTICLE XIII - EFFECTIVE DATE OF BY-LAWS, APPROVAL AND REVOCATION

Section 1. These By-Laws and any amendments thereto are intended to be in accord with the terms and conditions of the NAHRO Constitution and shall become effective on approval by the Executive Committee of Southwest NAHRO and by the Board of Governors of NAHRO and subject to revocation by the Executive Committee of southwest NAHRO and by the Board of governors for due cause expressed in writing.