



# BY-LAWS OF THE MIDDLE ATLANTIC REGIONAL COUNCIL OF THE NATIONAL ASSOCIATION OF HOUSING AND REDEVELOPMENT OFFICIALS 2020 amendments

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## ARTICLE I

### NAME AND JURISDICTION

#### Section 1. Name

The name of this organization shall be the Middle Atlantic Regional Council of the National Association of Housing and Redevelopment Officials (MARC-NAHRO).

#### Section 2. Jurisdiction

The Regional Council shall operate within the geographic areas of Delaware, the District of Columbia, Maryland, New Jersey, New York, Pennsylvania, Virgin Islands, **the Territories of Puerto Rico**, and those parts of the Province of Ontario in the Dominion of Canada, which lie directly north of New York, subject to provisions of the Constitution of the National Association of Housing and Redevelopment Officials (NAHRO) and these By-Laws.

## ARTICLE II

### OBJECTIVES AND PURPOSES

Toward the attainment of the provision of adequate housing for all people and toward the attainment of sound communities through the processes of development, preservation, conservation, rehabilitation, and redevelopment, the purposes of the Regional Council shall be:

- (1) To improve the standards and practices of all phases of administration directly related to the above objectives;
- (2) To develop and improve the professional standards involved in the administration of programs to achieve the above objectives;
- (3) To strengthen the capacity of the Region at all levels to provide for (a) the exchange of knowledge and results of experience; (b) the conduct of meetings, training, and education programs for the exchange of information; (c) the improvement of program administration and (d) the enhancement of professional development opportunities;
- (4) To facilitate effective relationships among all levels of government in the development and execution of housing and community development responsibilities; and
- (5) To cooperate and collaborate with other agencies, associations, and groups, both public and private, having similar or related purposes.

"MARC-NAHRO is organized exclusively for charitable, religious, and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of MARC-NAHRO shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

MARC-NAHRO is not organized and shall not be operated for the private gain of any person. The property of the organization is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of or be distributed to any individual."

### ARTICLE III

#### MEMBERSHIP, QUALIFICATIONS, VOTING, DUES AND CODE OF CONDUCT

##### Section 1. Membership

###### Active Member

Any Allied Individual member of NAHRO or an Associate of a NAHRO agency member in good standing who resides in the region shall be an "active member" of the Regional Council, upon payment of such dues as may be established by the Regional Council as hereinafter provided.

###### Honorary Member

Retirees who have been a member of NAHRO for 20 years and have given exemplary service to MARC NAHRO shall be ex-officio members of MARC NAHRO. An honorary member will receive all the benefits of a member at no cost, except the right to hold office.

##### Section 2. Qualifications

An active member who ceases to qualify for active membership by reason of change of employment may be retained in active status for a period of one year. If the active member does not regain qualifying status at the conclusion of the one-year period, his/her active membership shall be terminated immediately.

### **Section 3. Voting**

Any active member is entitled to cast one vote in any action taken by a vote of the members of MARC NAHRO. Active members are eligible to participate in all activities that are open to the membership, unless there is a conflict of interest.

### **Section 4. Dues**

Membership dues may be established from time to time by the Executive Board of the Regional Council for the operation of the Region. Payment of the established dues shall entitle members to all the rights of Active membership.

### **Section 5. Code of Professional Conduct**

Adherence to the NAHRO Code of Professional Conduct is required for all Active and Honorary Members.

## **ARTICLE IV**

### **EXECUTIVE BOARD: MEMBERS, RESPONSIBILITIES, MEETINGS, QUORUM, VOTING AND VACANCIES**

#### **Section 1. Composition**

The control of the affairs of the Regional Council shall be vested in the Executive Board, consisting of the Officers of the Regional Council, Presidents of local chapters and State Associations, or their designee, and fifteen (15) Members-at-large and the three (3) immediate past Presidents of the Regional Council who are still active in the field, and such others as the Regional Council may establish by a  $\frac{3}{4}$  majority vote of the Executive Board. At-large members shall serve for three (3) years with one-third ( $\frac{1}{3}$ ) of said terms expiring each year. The officers and members of the Board of Governors of NAHRO residing in the Region and the region's legislative liaison, all NAHRO Fellows which were nominated from the Region and all chapter/state service officers In the Region shall be ex-officio members, who shall have the right to vote, but who shall not be counted in determining a quorum.

#### **Section 2. Role**

The Executive Board shall establish procedures for the (a) maintenance of records and accounts; (b) receipt and expenditure of funds; (c) levying of dues; (d) periodic reporting of Regional Council affairs to the membership; and it shall otherwise plan and account for the activities of the Regional Council, including the employment of staff.

#### **Section 3. Meetings**

##### **Regular Meetings**

The Executive Board shall hold not less than two regular (face-to-face) meetings each year. One shall be held at the NAHRO Washington Conference (formerly Legislative Conference); and one shall be held during the Region's annual conference and tradeshow. Additional meetings may be held at the NAHRO Summer or National Conference, if these conferences are held within the region.

Notice of a regular meeting shall be transmitted electronically to each Board member not less than 60 days prior to the date of the conference where the meeting will take place and shall include the date, time, location and the business to be conducted.

### **Special Meetings**

The president may call for a special meeting at any time or location. The secretary may call for a special meeting of the Executive Board upon the receipt of a written request from at least one-fourth of the membership. All notices shall be transmitted electronically and shall specify the date, time, location, and the business to be conducted. If possible, notices should be delivered at least 30 days in advance.

### **Emergency Meetings**

The president may call for an emergency meeting in the event of an unexpected and difficult situation arises, which requires quick action to deal with it. All notices shall be transmitted electronically and shall specify the date, time, location, and the business to be conducted

### **Virtual Attendance**

When an Executive Board member wishes to attend a regular meeting by telephone or other means, the Regional President must be notified in advance of the meeting to ensure that appropriate and reasonably priced audio-visual requirements can be made where possible. Approval is subject to extenuating circumstances and the cost of audio-visual equipment. Virtual participation is limited to one meeting annually and allowed once a quorum has been established.

### **Section 4: Quorum**

At any meeting of the Executive Board, one-third plus one of the members of the Executive Board shall be present to establish a quorum for the conduct of the business of the Regional Council. Each member of the Executive Board shall be entitled to one vote.

### **Section 5: Eligibility**

**If any officer or other member of the Executive Board ceases to be eligible for active membership in the Regional Council, such person shall cease to hold the position upon termination of the period of active status retention as defined in Article III Section 2, and the position shall thereupon become vacant. The position of any officer or member of the Executive Board elected by the membership who does not attend two consecutive meetings and whose absence is not excused by the Executive Board shall become vacant.**

## **Section 6: Vacancies**

Vacancies on the Executive Board occurring between annual meetings shall be filled by the originating unit or, if elected by a vote of the membership, by the Executive Board to fill the unexpired portion of the term.

## **Section 7:**

### **Removal from Office**

**Any member of the Executive Board may be removed from the Executive Board when (a) in the Board's judgment the Executive Board member's continued participation on the Board is detrimental to the best interests of the Region; (b) there is a violation of the NAHRO Code of Professional Conduct; (c) there is a conflict of interest as defined in the Conflict of Interest Disclosure Certificate, which is Appendix A of this document and must be executed annually by each Board member and filed with the Secretary.**

**Any Board member whose removal has been proposed shall be notified in advance and given 10 calendar days to be heard following the notification. Two-thirds majority vote of the entire Executive Board is required for removal.**

## **ARTICLE V**

### **OFFICERS: TITLES AND DUTIES**

#### **Titles**

The officers of the Regional Council shall be a President; a Senior Vice President; six additional Vice Presidents with portfolio, each corresponding to the six required standing committees; a Secretary; and a Treasurer who shall be Active + members in good standing of the Association and the Regional Council.

#### **Duties**

##### **President**

It shall be the duty of the president to preside at all meetings of the Regional Council; to establish such committees, task forces and ad hoc groups, from time to time, be necessary for the conduct of the affairs of the Regional Council; to implement such procedures, policies, and activities as may be adopted or approved by the Executive Board of the Regional Council; and to report periodically to the membership on the accounts and general business of the Regional Council. The President shall, in consultation with the Executive Board appoint chairs and vice chairs of standing committees; and shall select three representatives of the corresponding regional committee to serve on the national committee.

In appointing members to such assignments, the President shall be diligent in representing the broad range of membership interests, including commissioners, regardless of disability, ethnicity, gender, race, religion and sexual orientation.

### **Senior Vice President**

The senior vice president shall preside in the absence of the president at all meetings of the Regional Council, shall succeed the president in office if he/she cannot complete his/her term and perform such other duties as may from time to time be assigned by the President or the Executive Board. The Senior Vice President shall serve as an at-large member on the NAHRO Board of Governors and on the NAHRO Legislative Network.

### **Vice Presidents with Portfolio**

Each of the vice presidents with portfolio shall be responsible for the conduct of the standing committee from which he/she was elected; shall serve as chairperson of such standing committee and serve as regional vice president with portfolio of that standing committee.

### **Secretary**

The Secretary shall be responsible for all correspondence, sending of notices, and maintaining the records of the Regional Council, as well as performance of such other duties as may be assigned by the President or the Executive Board.

### **Treasurer**

The Treasurer shall be responsible for maintaining all financial records of the Regional Council, preparation of financial reports, as well as performance of such other related duties as assigned by the President or the Executive Board.

## **ARTICLE VI**

### **NOMINATIONS AND ELECTIONS AND TERMS**

#### **Section 1. Nominations**

Not less than **90** days before the Executive Board meeting held at the Washington Conference, the Regional President shall appoint a Nominations and Elections Committee (N&E). The N&E shall be comprised of five Active members, one of whom shall be appointed Chair. Notice as to who constitutes the N&E shall be given to the entire membership not less than **85** days prior to the meeting held at the Washington Conference.

Not less than **75** days prior to said meeting held at the Washington Conference, the N&E shall meet and select one or more persons from the rolls of Active members in good standing as nominees for: President, Senior Vice President, Secretary and Treasurer; the at-large position on the NAHRO Board of Governors if applicable; and the five at-large seats on the regional Executive Board.

Not less than **70** days before said meeting held at the Washington Conference, the Secretary shall notify the membership of the nominations recommended by the N&E. Such notice shall clearly indicate that additional nominees will be placed on the ballot if petitions requesting such action are submitted electronically to the Secretary not less than **60** days prior to said meeting held at the Washington Conference. Petitions must carry the names of 25 Active members in good standing from at least 25 different agencies.

When the nomination procedures result in more than one nominee for a position, the Secretary shall thereupon prepare, or cause to be prepared, electronic ballots containing the names of the nominees submitted by the N&E; plus the names carried on all eligible petitions. The N&E shall prepare a biographical statement regarding each nominee, which shall include professional and organizational service.

Not less than **50** days before said meeting held at the Washington Conference, the Secretary shall cause to be delivered one electronic ballot to each Active member on the membership rolls. The ballot shall include voting instructions detailing the manner in which voting shall be carried out and the election conducted and how votes shall be validated and counted.

In the case of Active members who lack the ability to receive electronic notices, forwarding of electronic notice to their sponsoring agency member is hereby deemed notice to all active members thereof. Active members who lack the ability to vote electronically may request a paper ballot from the Secretary up to **30** days prior to said meeting held at the Washington Conference.

The N&E shall certify the results of the election and shall carry out any recount directed by the Executive Board in response to a majority of the members present at the time of the announcement of the election results, which will take place at the annual meeting. If there is not more than one nominee for any position to be filled, the N&E shall certify to the Regional Council at the annual meeting that such nominees have been duly elected to such positions.

## **Section 2: Elections and Terms**

The officers of the Regional Council shall be elected in odd-numbered years. Five members at-large on the Executive Board shall be elected (annually) each year. The regional at-large representative to the Board of Governors shall be elected in odd-numbered years, if applicable. Officers shall serve two-year terms; members at-large on the Executive Board shall serve three-year terms; the regional at-large representative to the Board of Governors shall serve a four-year term. All officers and other members of the Executive Board shall serve until their successors have assumed their duly elected positions. Officers (except vice presidents with portfolio) and members-at-large of the Executive Board shall be elected by the active members of the Regional Council. Vice Presidents with portfolio shall be appointed by the Regional President in consultation with the Executive Board. Terms shall coincide with the terms of office for national NAHRO officers, which is at the conclusion of the National Conference of NAHRO in the year in which the election was held.

### **Section 3: Vacancies**

In the event of a vacancy in the office of President, the Senior Vice President is to automatically succeed to the office for the remainder of the President's term. In the event of the unavailability of the Senior Vice President to succeed to the Presidency, the Executive Board shall select either the Secretary or Treasurer to serve as President for the remainder of the term. Any vacancy, no matter how created, among other officers, shall be filled by the Executive Board for the unexpired portion of the term.

## **ARTICLE VII MEETINGS, QUORUM AND RULES OF CONDUCT**

### **Section 1: Meetings**

#### **Annual**

There shall be an annual meeting of the membership of the Regional Council at a time and place fixed by the Executive Board. Reasonable notice of the annual meeting shall be given to the membership, but not less than 60 days prior to the meeting date.

#### **Special**

Special meetings of the membership may be called at any time on the order of the President, the Executive board or by the signed petition of at least one-fifth of the total active membership. The Secretary shall give notice of the time and place of a special meeting not less than ten days prior to the meeting date.

### **Section 2: Quorum**

A quorum must be present at any meeting of the membership at which business is transacted. Fifty-one of the active members of the Regional Council shall constitute a quorum.

### **Section 3: Rules of Conduct**

The provisions of these By-Laws and Robert's Rule of Order shall apply to the conduct of any meeting of the membership, the Executive Board and other duly constituted committees of the Regional Council.

## **ARTICLE VIII COMMITTEES**

### **Section 1: Standing**

There shall be standing committees of the Regional Council through which the program, professional and member services needs, and participation of the membership can be provided. The standing committees of the Regional Council are: Commissioners, Community



Revitalization and Development, Housing, International Research and Global Exchange, Professional Development, and Member Services.

## **Section 2: Composition**

Each standing committee shall have up to 21 members with representatives from each Chapter/State Association appointed as follows:

Regional President: one representative

Chapter/State Association President: one representative

If the Chapter/State Association does not make an appointment, the Regional President shall fulfill the roster. The Chairperson and Vice Chairperson of each Standing Committee shall be appointed by the Regional President in consultation with the Executive Board.

In appointing members to such assignments, the Regional President/Chapter/State Association President shall be diligent in representing the broad range of membership interests, including commissioners, regardless of disability, ethnicity, gender, race, religion and sexual orientation.

## **Term**

All terms are concurrent with the term of the Regional President.

## **ARTICLE IX AMENDMENT**

### **Section 1. Method**

These By-Laws may be amended by a majority of the Active members in attendance at a regular or special meeting of the membership or by electronic ballot affirmatively voted on by a majority of those voting.

Each Active member shall be provided with written notice stating the proposed amendments and given ten days for examination. Only such amendments as specified in said notice shall be made; however, by the unanimous vote of all members present at a regular or special meeting, the By-laws may be amended without previous notice.

### **Section 2. Approval**

These By-laws and any amendments thereto shall become effective on approval by the Board of Governors of NAHRO and are subject to revocation by the Board of Governors for due cause.

**ARTICLE X  
CONDUCT OF BUSINESS**

**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 the business of the Region at any meetings prescribed herein.**

**ARTICLE XI  
DISSOLUTION**

**"Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes." Needs to be signed by two or more officers.**

**Amendments**

12/6/79	5/3/92	7/22/07
7/29/81	9/23/93	7/11
3/19/82	4/7/97	7/12
5/19/87	5/20/98	
5/4/90	7/13/02	10/17

## Appendix A

### CONFLICT OF INTEREST DISCLOSURE CERTIFICATE

MARC-NAHRO officers and members of its Executive Board are required to complete and file annually a certification concerning real or apparent conflicts of interest. Please complete and file this certificate with the Secretary on or before the Annual Meeting.

For purposes of completing this certificate: A conflict of interest arises when a person who is in a position of authority over MARC NAHRO, its activities or its employees may benefit financially from a decision such person must or could make in his or her capacity as a MARC NAHRO official or employee. This includes indirect benefits, such as benefits to family members, businesses in which the official or employee or a family member has an ownership or contractual interest or other material relationship, or benefits to other persons with whom the official or employee has a relationship that is not an arm's length relationship. MARC NAHRO officials and employees are expected to avoid both real conflicts of interest and actions that result in the appearance of such a conflict.

Using the above-stated definition as a guide, please indicate the following (attach a separate sheet if additional space is necessary to provide adequate detail).

\_\_\_ The following are all interests, relationships or activities held or engaged in by the undersigned that give rise to a present conflict of interest relating to MARC NAHRO (Please state "none" if none):

\_\_\_The following are all interests, relationships, or activities held or engaged in by the undersigned that in the good faith judgment of the undersigned, could give rise to a conflict of interest within the 12-month period following the date of this Certificate (Please state "none" if none):

\_\_\_The following are all interests, relationships or other activities of the undersigned that presently do, or reasonably will, in the 12-month period following the date of this Certificate, give rise to an apparent conflict of interest or an appearance of impropriety, as distinguished from an actual conflict of interest. (Please state "none" if none.)

I hereby certify that the above statements are true, correct, and complete

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Print Name: \_\_\_\_\_

Position on the Executive Board \_\_\_\_\_

***Please Note:*** Matters revealing conflicts may be disclosed to the Executive Board and appropriate action may be requested to mitigate the effect of or to resolve the conflict.