

**Massachusetts Chapter of the National Association of
Housing and Redevelopment Officials, Incorporated**

~~By-Laws~~

Bylaws

As Amended ~~September 18, 2023~~_____

ARTICLE I

Name

The name of this organization shall be the Massachusetts Chapter of the National Association of Housing and Redevelopment Officials, Inc., (hereinafter “the Association” or “MassNAHRO”). Its principal office shall be wherever the Executive Board shall determine, and its fiscal year shall run from January 1 to December 31.

ARTICLE II

Objectives and Purposes

The purpose of the Association is to be the leading housing and community development advocate for the provision and preservation of adequate and affordable housing and strong, viable communities for all Americans, particularly those with low and moderate incomes, and to enhance the professional development and effectiveness of MassNAHRO's members. To achieve these objectives, the Association's purposes shall be:

1. To enhance the efficiency and effectiveness of the members and to facilitate the exchange of views;
2. To monitor and advocate relevant federal and state legislative and regulatory issues that impact housing and community development and to initiate the development of public policies through the committee process;
3. To communicate effectively with members, media, government, and others concerning issues related to housing and community development;
4. To encourage, develop, and provide educational programs to enhance the professional development, technical skills, and efficiency of housing and community development employees and organizations;

5. To develop, analyze, and disseminate information on housing and community development and related fields;
6. To recruit and retain members and provide services to strengthen MassNAHRO's ability to serve its members;
7. To work with other organizations and to aggressively develop coalitions and collaborative efforts to accomplish MassNAHRO's mission;
8. To continuously strengthen internal management and operations and to effectively utilize human, organizational, and financial resources to maximize the achievement of MassNAHRO's mission and goals;
9. To provide technical assistance to the members on such operational areas as requested.

ARTICLE III

General Rules Governing Association Activity

Section 1: The Association shall conduct its business in accordance with all applicable local, state, and federal statutes and regulations.

Section 2: The Association shall not engage in political or partisan activity of any kind or character, nor shall it deal with any employee grievances of its members or engage in management-tenant controversies.

Section 3: All recommendations of the Association involving federal and state policy or federal and state procedures affecting any official federal or state housing, ~~federal~~ community development, urban planning, social service programming, urban renewal, codes enforcement, neighborhood rehabilitation, non-profit housing, or related program administration, are subject to adoption by the Association's Executive Board.

Section 4: Activities of the Association shall fall clearly within the objectives and purposes of these ~~by-laws~~bylaws and shall be conducted in accordance with policies and procedures as adopted by the Executive Board.

ARTICLE IV

Membership

Section 1: Membership Types. Membership to the Association shall be of one of the following types:

A. Individual. An Individual member of the Association shall be a person (and not an Agency or Affiliate member) who is employed by any public or non-profit housing,

community development, planning or redevelopment organization which is located within the Commonwealth of Massachusetts upon payment of such dues as may be established by the Association as hereinafter provided. Every member in good standing shall have full voting rights and is eligible to participate in all activities open to the membership of the Association.

B. Agency. An Agency member of the Association shall be any public or non-profit organization as described in Article IV, Section 1, paragraph A, and shall be eligible for active Agency membership upon payment of such dues as may be established by the Association as hereinafter provided. Each public or non-profit organization shall have all rights of active membership and be entitled to one vote as an active member on any action taken by a vote of the membership of the Association. Such a vote must be cast by a designated representative of such public or non-profit organization. Agency membership includes all board members and employees of the agency. Every Agency member in good standing is eligible to participate in all activities open to the membership of the Association and to hold any office in the Association.

C. Affiliate. ~~An Affiliate member of the Association~~ membership shall be available in two categories: (i) any public or non-profit housing, community development, planning or redevelopment organization referenced in Article IV, Section 1, paragraph A, which is not incorporated in the Commonwealth of Massachusetts and/or (ii) any firm or individual with a professional affiliation with a housing authority, redevelopment authority, codes enforcement office, community development agency or associated with urban planning, social services programming, neighborhood rehabilitation, non-profit housing, and/or related programs, and who signifies interest in the purposes and activities of the Association. Affiliate members shall be eligible for affiliate membership upon payment of such dues as may be established by the Association as hereinafter provided. Affiliate members do not have the right to vote or the right to hold office. Affiliate membership must be approved by the Executive Board.

D. Life Members. All Past Presidents of this Association, ~~and other shall automatically become Life Members upon conclusion of their term. Other~~ persons who have rendered distinguished and sustained service to the Association may be designated Life Members by a three-quarters (3/4) vote of the Executive Board. ~~shall be.~~ Life Members ~~of the Association, shall not be~~ subject to payment of dues. Life Members shall have ~~all full voting rights of and shall be eligible to hold office and participate in all activities open to the membership.~~ The names of candidates for Life Membership, other than Past Presidents, shall be duly submitted to the Nominating Committee for a determination of eligibility, prior to being forwarded to the Executive Board for said vote.

Section 2: Membership Dues. Membership dues may be established from time to time by the Executive Board of the Association for the operation of the Association. To be a member in good standing, Association dues must be current. Any member whose dues are more than

three months past due shall be dropped from the membership roll of the Association. Such members shall be reinstated upon payment of dues in arrears, including current dues.

Section 3: Code of Conduct. All members shall at all times adhere to the Massachusetts Chapter of the National Association of Housing and Redevelopment Officials (hereinafter "~~NAHRO~~MassNAHRO") Code of Conduct.

Section 4: Termination of Membership. Upon receipt of a written complaint by a member in good standing, the Executive Board, by two-thirds vote and at its own discretion in its determining the best interests of the Association, may deny membership, may reject renewal of any membership, may suspend any membership or may terminate any membership.

Said vote shall be taken at a regularly scheduled Executive Board meeting. The aggrieved party may, upon written request ~~of submitted to~~ the Executive Board ~~received by the Association~~ within thirty days of delivery of written notification of said vote, request a hearing on said matter. A hearing will be scheduled and held at the next regularly scheduled Executive Board meeting. Following a hearing on an appeal for reinstatement, a two-thirds vote of the Executive Board is necessary to reverse a prior termination made under this section.

ARTICLE V

Meetings of the Membership

Section 1. There shall be an annual meeting of the membership of the Association at a time and place fixed by the Executive Board. ~~Reasonable notice~~Notice of the annual meeting shall be given to the membership, ~~but~~ not less than thirty (30) days prior to the meeting date. A quorum for any meeting of the membership shall consist of representatives of at least one-fifth (1/5) Agency members in good standing. For a member's vote to be counted, the member must be present at the meeting, appearing virtually or by telephone in compliance with this section or other policies adopted by majority vote of the Executive Board.

Section 2. Special meetings of the membership may be called at any time on the order of the President, or by a majority vote of the Executive Board, or by the signed petition of representatives of at least one fifth of the agency members. The Secretary Ex Officio shall give notice of the time and place of a special meeting not less than thirty (30) days prior to the meeting date.

Section 3: The provisions of these ~~by-laws~~bylaws and Roberts Rules of Order shall apply to the conduct of any meeting of the membership, the Executive Board, and any committee of the Association duly constituted under these ~~by-laws~~bylaws (see Article IX).

ARTICLE VI

Officers

Section 1: Types of Officers. The ~~seven~~ Officers of the Association shall consist of a President, five Vice Presidents (one chosen from housing authorities with more than 750 units, one chosen from housing authorities with from 251 to 750 units, one chosen from housing authorities with 250 units or less, one chosen from the affordable housing field, one chosen from the members of the Board of any Agency member in good standing), and a Treasurer. The Officers shall be elected by members entitled to vote at each Annual Meeting.

Section 2: Terms of Offices. Each Officer duly elected at the Annual Meeting each year shall assume office as of June 1st for a term of one year.

Section 3: Re-Election and Term Limits. All elected Officers or Directors of the Executive Board shall be eligible for re-election. ~~The President shall not serve more than two terms in office. Other~~All Officers shall not serve more than three consecutive terms in any one office. Any Officer who has reached the consecutive term limit for their office shall be eligible to seek that same office again after sitting out at least one full term. Service in a different office during a term limit cooling-off period does not interrupt or reset the cooling-off period.

Section 4: Vacancy. In the event any Officer's post, except that of the President, becomes vacant, the Executive Board shall, within thirty days after accepting such resignation or otherwise announcing the vacancy at a meeting of the Executive Board, elect by majority vote an Officer or other member of the Executive Board, to fill the vacant office until the next Annual Election. A vacancy in the office of the President shall be filled as provided in Section 6 of this Article. Only votes of board members present for the vote according to these ~~by laws~~bylaws shall be counted (see Article VII, Section 4).

In the event that any other vacancy occurs on the Executive Board, the remaining Board shall elect, within sixty days thereafter, from names of members solicited through outreach by the Association, an active member, in good standing, to fill such vacancy until the next Annual Election.

In the event that a non-Officer member of the Executive Board is elected to fill a vacancy in an office of the Association, ~~his/her~~their place on the Executive Board shall become vacant and shall be filled in the same manner as hereinabove provided.

Section 5: It shall be the duty of the President to preside at all meetings of the Association and of the Executive Board, to see that the ~~by laws~~bylaws are strictly enforced, to supervise generally all affairs of the Association and at the Annual Meeting to make a report of the account and general business of the Association during the preceding year. ~~He/She~~They shall appoint all committees and shall be ex officio member of each. ~~He/She~~They shall sign on behalf of the Association all deeds and other formal documents and shall perform all other duties as may, from time to time, be assigned ~~him/her~~ by the Executive Board.

Section 6: In the absence of the President, or ~~his/her~~their inability, ineligibility, or incapacity to act, or the vacancy of said office for ~~and any~~ reason, the Executive Board shall designate

which of the Vice Presidents shall act in ~~his/her~~their stead. Such Vice-President will assume the powers and duties of the President as outlined in herein.

Section 7: The Executive Director of the Association shall ~~be serve as~~ the Secretary Ex Officio and shall ~~hold that position for so long as they serve as Executive Director. The Secretary Ex Officio shall~~ keep a record of the proceedings of the Association and of the Executive Board as required and attend to such other business as may belong to ~~his/her~~their office or as ~~he/she/they~~ may be directed by the President ~~of Executive Board or Executive Board. The Secretary Ex Officio shall serve in an ex officio capacity and shall not have the right to vote at meetings of the Executive Board or of the membership.~~ The Director shall promptly furnish to the main office of NAHRO the current list of names, titles, and addresses of the Officers and Directors of the Association.

Section 8: The Treasurer shall be responsible for establishing and following written policy and procedure for the maintenance of all financial accounts and audits, the receipt and expenditure of funds, reporting such to the Executive Board and to the Membership and performing such other duties as may be assigned by the President or the Executive Board.

Section 9: The Immediate Past President shall act as Treasurer when so designated by the Executive Board, including when the office of Treasurer is vacant or the Treasurer is unable to serve.

Section 10: All disbursements and or financial transactions must be countersigned by the Treasurer or the Immediate Past President when acting as Treasurer (as designated in Section 9 of this Article), and by the President or the Executive Director, and must be supported by a voucher system documenting each such transaction.

Section 11: No member of the Executive Board may receive compensation in any form for his or her services. ~~Expenses for Reasonable expenses incurred by Executive Board members of the Executive Board is an eligible expense when on while conducting official business of the Association.~~ business shall be reimbursable in accordance with policies established by the Executive Board.

Section 12: Upon the approval of the Executive Board, professional staff may be employed in order to contribute to the satisfactory and efficient discharge of the Association policy and business.

ARTICLE VII

Executive Board

Section 1: The control and management of the affairs, funds, and property shall be vested in an Executive Board, the members of which shall all be individual members or agency members of the Association.

Section 2: The Executive Board shall consist of the seven Officers of the Association, twelve Directors, the immediate Past President, and the Director Emeritus. Members of the Executive Board, except for the Director Emeritus, shall be elected by those members entitled to vote at the Annual Meeting of the Association. The title of Director Emeritus may be conferred by a two-thirds (2/3) vote of the Executive Board upon a former Officer, Director, or employee who has rendered distinguished service to the Association. The Director Emeritus shall serve an indefinite term. Insofar as possible, the Directors shall be divided evenly among representatives of a) housing authorities of more than 750 units ~~or more~~, b) housing authorities with from 251 to ~~749~~750 units, c) housing authorities with 250 units or ~~less~~fewer and d) municipal development agencies. Every effort will be made to promote a broad geographic distribution of representatives to the Executive Board from across Massachusetts, as well as diversity on the Executive Board of race, culture, age, gender, sexual orientation, and disability.

Section 3: At each Annual Meeting of the Association six (6) Directors shall be elected for terms of two (2) years beginning June 1, to replace members whose terms are expiring in that year. Directors shall not serve more than three consecutive terms on the Executive Board. Vacancies shall be filled in accordance with Article VI, Section 4.

Section 4: A quorum of the Executive Board shall consist of not ~~less~~fewer than ~~ten~~ ~~(10)~~eleven (11) members. Each member of the Executive Board shall be entitled to one vote. For a member's vote to be counted, the member must be present at the meeting, appearing virtually, or by telephone in compliance with this section or other policy adopted by majority vote of the Executive Board.

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Section 5: The Executive Board shall support legislation after such legislation has received the endorsement of a two-thirds (2/3) vote at a meeting of the Executive Board.

Section 6: Meetings of the Executive Board shall ~~be held at least twice annually. ordinarily be held monthly in accordance with the schedule established under Section 7. In any event, not fewer than six (6) meetings shall be held per calendar year.~~ Special meetings may be called by the President or at least seven (7) members of the Executive Board. ~~Notice of Meetings~~meetings of the Executive Board shall be sent to all members of the Board not ~~less~~fewer than ~~seven (7)~~five (5) calendar days prior to the meeting date.

Section 7: Meetings of the Executive Board shall be held on the second Tuesday of each month. Meeting dates or special meeting dates may be scheduled, changed, or altered periodically by majority vote of the Executive Board.

Section 8: Three consecutive absences or a total of four absences within a 12-month period beginning with the initial absence from regular monthly meetings of the Executive Board that are not excused by the President shall constitute de facto resignation from the position of Officer or Director of the Association, subject to the review of the Executive Board to consider good and sufficient cause for those absences. Executive Board members requesting an excused absence must do so in writing to the Secretary Ex Officio (providing a

courtesy copy to the President) prior to the meeting and shall state the reason for the absence. Excused absences are at the discretion of the President. The President shall notify the Executive Board member after the second consecutive missed meeting. Vacancies created under the provisions of this section shall be filled in accordance with the provision of Article VI, Section 4, of these ~~by laws~~bylaws.

ARTICLE VIII

Nominations & Elections

Section 1: The President shall appoint a Nominating Committee consisting of seven (7) members as follows: a) two (2) members from housing authorities of 500 units or more; b) two (2) members from housing authorities of fewer than 500 units; and c) three (3) members currently active in the affordable housing industry. One of the seven (7) shall be designated as Chair by the President. No more than two (2) members of the Nominating Committee may also be current members of the Executive board. Notice of the composition of the Nominating Committee shall be mailed to the entire active membership of the Association not less than sixty (60) days prior to the Annual Meeting. In appointing a Nominating Committee, the President shall incorporate a broad geographic representation from the jurisdictions of the regional executive directors associations across the Commonwealth. No member of the Nominating Committee shall be selected for nomination as an Officer or Director of the Association.

Prior to the Annual Meeting, the Nominating Committee shall meet and select at least one (1) nominee for each office and for each open directorship. The Nominating Committee, through its Chair, shall report to the full membership the resulting slate of Officers and Directors at least thirty (30) days prior to the Annual Meeting.

Section 2: Voting for each office shall be by ballot unless otherwise authorized by a two-thirds (2/3) majority of the membership present. At the Annual Meeting, the Nominating Committee shall serve also as the Election Committee with the Chair of the Nominating Committee presiding. The Committee shall tabulate the votes and the results shall be announced at the Annual Meeting at which the votes were cast. In the event of a tie for a position or upon a challenge to the report of the Election Committee, a majority of the active membership of the Association in attendance at the Annual Meeting shall have the right at the time of the announcement to order that a recount be made. If so ordered, a recount shall be taken forthwith. At the conclusion of the recount, the election shall be deemed to be final and become effective immediately. In the event that a recount itself results in an equal number of votes, the Executive Board shall determine the outcome by majority vote at its next regularly scheduled meeting.

Section 3: Should this nominations and elections process for any reason not result in a final determination of Officers and Directors for the term following the Annual Meeting, the current Officers and Directors will continue to serve so that the Association's business can

be conducted. In such circumstance, the Nominating Committee must meet within fifteen (15) days following an Annual Meeting that failed to result in approval of Officers and Directors for the next term to propose a slate of Officers and Directors that addresses the concerns raised at that Annual Meeting. Under no circumstance shall the current Officers and Directors serve beyond the next meeting of the members to consider the alternative slate of Officers and Directors or September 30 (whichever comes first).

ARTICLE IX Committees

Section 1: There shall be standing Committees of the Association through which the programs, professional and informational needs and participation of the members can be provided. The standing Committees of the Association are Housing, Affordable Housing Development/Redevelopment, Professional Development and Member Services, Commissioners, Leased Housing, Legislative, Budget, and Scholarship. Standing Committees shall report to and work at the direction of the Executive Board.

Section 2: Each standing Committee shall consist of members appointed by the President to serve a term coterminous with that of the President. In the event of a mid-term presidential vacancy or change, existing committee appointments shall continue in effect until the next Annual Meeting unless the incoming President acts to rescind or modify them pursuant to Section 5 of this Article. The Chair of each standing Committee shall ~~be named by the President from among the Officers and the Directors~~ an Officer or Director of the Executive Board ~~and shall be elected by their respective Committee members.~~

Section 3: The President may create such other committees, task forces, or similar groups as ~~he/she deems~~ they deem appropriate to the purposes and activities of the Association and shall appoint the members there to whose terms shall be coterminous with that of the President.

Section 4: The President shall inform the Executive Board of all appointments.

Section 5: All appointments to committees may be rescinded by the President, at his or her discretion, with the concurrence of the Executive Board.

Section 6: The selection process for committee membership shall seek to provide a broad representation of all interests of the membership. Every effort will be made to promote a broad geographic distribution of committee representation from across Massachusetts, as well as diversity of race, culture, age, gender, sexual orientation, and disability.

Section 7: Three consecutive absences from the meetings of any committee shall constitute de facto resignation from that committee, subject to the review of the President and Executive Board. The Secretary Ex Officio shall provide written notice to the affected member following the second consecutive absence. The affected member may, within fifteen (15) days of receiving notice of the third consecutive absence, submit a written

explanation to the President. The President shall inform the Executive Board of the circumstances and the Board shall determine, by majority vote, whether good and sufficient cause exists to excuse the absences and retain the member on the committee.

ARTICLE X **Amendments**

These ~~By-Laws~~Bylaws may be amended at an Annual or special meeting of the Association by a two-thirds (2/3) vote of those present (a quorum having been established according to Article V Section 1 to conduct business). Members of the Association shall be advised of any proposed changes at least sixty (60) days in advance of the annual or other special meeting at which they are to be considered. Notwithstanding the foregoing, the Executive Board may adopt non-substantive corrections to these bylaws, including corrections of typographical errors, incorrect cross-references, or outdated statutory citations, by a two-thirds (2/3) vote at any regularly scheduled meeting without prior notice to the membership. Any such corrections shall be reported to the full membership at the next Annual Meeting and shall be subject to ratification by a majority of those present.

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