

## **BY LAWS**

### **Pacific Northwest Regional Council National Association of Housing & Redevelopment Officials (PNRC-NAHRO)**

(As amended November 1945, November 1947, September 1959, July 1954, June 1961, October 1964, September 1972, September 1976, May 1980, February 1982, May 1984, May 1989, July 1992, April 1997, April 30, 2003, and April 24, 2006.)

#### **ARTICLE I**

##### **Name and Jurisdiction**

Section 1. The name of this organization shall be Pacific Northwest Regional Council of the National Association of Housing and Redevelopment Officials (hereinafter called the "Regional Council").

Section 2. The Regional Council shall operate within the geographic areas of Alaska, Idaho, Oregon, and Washington, subject to provisions of the Constitution of the National Association of Housing and Redevelopment Officials (hereinafter called "NAHRO" or the "Association") and these by-laws.

#### **ARTICLE II**

##### **Objectives and Purpose**

The purpose of NAHRO is to be the leading housing and community development advocate for the provision 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 NAHRO's members. To achieve these objectives, the purposes of the Regional Council shall be:

Section 1. To enhance the efficiency and effectiveness of members and to facilitate the exchange of views;

Section 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;

Section 3. To communicate effectively with members, media, government, and others concerning issues related to housing and community development;

Section 4. To encourage, develop, and provide educational programs to enhance the professional development, technical skills, and efficiency of housing and community development employees, organizations, and program participants;

Section 5. To develop, analyze, and disseminate information on housing and community development and related fields;

Section 6. To recruit and retain members and provide services to strengthen NAHRO's ability to serve its members;

Section 7. To work with other organizations and to aggressively develop coalitions and collaborative efforts to accomplish NAHRO's mission;

Section 8. To continuously strengthen the Region's internal management and operations and to effectively utilize human, organizational, and financial resources to maximize the achievement of NAHRO's mission and goals.

#### **ARTICLE III**

##### **Classes of Membership, Qualifications, Voting, Dues**

Section 1. Any agency that is a current Active member in good standing of the Association and located within the heretofore defined geographical area of 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. An agency is defined as a housing authority or public agency, department, or office interested in the programs and mission of the Association, i.e. community development departments, redevelopment agencies, state agencies, housing departments, city or county managers' offices, federal departments, planning departments, non-profit housing developer/owner/manager, etc.

All associates of a current Active agency member shall have full voting rights and are eligible to participate in all activities open to the membership and shall be eligible to hold any office on the Executive Board. Associates are designated by current Active agency members and may include employees, commissioners, and others at the sole discretion of the agency.

Section 2. Any organization that is an affiliate agency member in good standing of the Association and located within or doing business

within the heretofore defined geographical area of 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. An affiliate agency member is defined as a vendor or consultant who is a member of the NAHRO Manufacturers & Suppliers Council, a for-profit company, or a private sector owner and/or manager of housing units.

All associates of affiliate agency members shall have full voting rights and are eligible to participate in all activities open to the membership and shall be eligible to hold any office on the Regional Council Executive Board. An associate is defined as an employee of an affiliate agency member designated by the affiliate agency in conjunction with its affiliate agency membership.

Every affiliate agency member and the associates of an affiliate agency member shall have all of the rights of membership unless there exists a possible conflict of interest as determined by the Executive Board of the Regional Council.

Section 3. Any individual who is not affiliated with an agency or organization eligible for Active or affiliate organizational membership shall be eligible for allied individual membership. This category would include students, those who are retired or unemployed, those employed by academic institutions, the military, or an international organization, and lifetime and honorary members. Allied individual members of the Association are eligible to become members of the Regional Council, if they maintain their membership with the Association in good standing and if they live in the heretofore defined geographical area of the region, upon payment of such dues as may be established by the Regional Council as hereinafter provided.

Section 4. Associates of both agency members and affiliate agency members may be nominated for and elected to any Regional Council office. Allied individual members, while eligible for all other benefits of the Regional Council, may not be nominated for nor elected to any Regional Council office, but they may be appointed to serve on standing or ad hoc committees.

Section 5. Associate members, affiliate agency members, and allied individual members shall all be

entitled to one vote each for Regional Council offices and in such other matters as may come before the Regional Council membership for a vote.

Section 6. Membership dues may be established from time to time, by the Executive Board of the Regional Council for the operation of the Regional Council. Payment of established dues shall entitle members to all of the rights of their membership class.

Section 7. A lifetime membership may be given to an individual, upon retirement, by the Executive Board, who has rendered outstanding service to the Pacific Northwest Regional Council of NAHRO. Nominations for lifetime memberships shall be made by Chapters to the Member Services Committee which shall recommend approval to the Executive Committee. There shall be no dues payment required of lifetime members.

Lifetime Members shall be non-voting ex-officio members of the Pacific Northwest Region and shall receive complimentary registration for all Regional Council Annual Conferences.

#### **ARTICLE IV**

**Executive Board: Members, Responsibilities, Meetings, Quorum, Voting, and Vacancies**

Section 1. Control of the affairs of the Regional Council shall be vested in the Executive Board, consisting of the officers of the Regional Council, the President of each of the Chapters within the Region, the two immediate past-Presidents of the Regional Council who are still active members, six members elected by the Regional Council as members-at-large of the Board and one at-large representative from and selected by the members of each Chapter. The officers and members of the Board of Governors of NAHRO residing in the Region shall be ex-officio members of the Executive Board of the Regional Council.

Section 2. The Executive Board shall establish procedures for the (a) maintenance of records and accounts, (b) receipt and expenditure of funds, (c) collection of dues, (d) periodic reporting of Regional Council affairs to the membership, and (e) planning and accounting for the activities of the Regional Council. The Executive Board may elect to hire a Director and/or such other staff as may be necessary to manage the affairs of the Regional Council.

Section 3. The President and Immediate Past President of the Council are designated in the NAHRO Constitution as representatives to the

Board of Governors. The Council has responsibility for appointing two additional representatives to the Board of Governors. The Council's Senior Vice President shall automatically be appointed to serve as the third representative to the Board of Governors. The President, with the input of the Executive Board, shall appoint a fourth representative at large to the Board of Governors to serve a four year term. The President shall also appoint regional representatives to the required national standing committees. In doing so, the President shall take into consideration the need to achieve the broadest possible regional, racial & ethnic, and size of agency representation.

Section 4. The Executive Board shall hold not less than two regular meetings each year, at least one of which will be held at the time and place of the annual meeting of the Regional Council. Notice of a regular meeting shall be sent electronically and/or mailed to each Board member not less than ten days before the meeting date. Executive Board meetings may be held via conference call if it is not convenient to convene at a given physical location for logistical reasons. Similarly, a single issue requiring consideration and a decision by the Executive Board may be distributed via e-mail with responses/votes from individual Executive Board members being collected in the same manner. In the event of e-mail being used to communicate and decide an issue, the Secretary shall cause a record of each responding member's comments and/or vote to be printed and retained in the Regional Council's official records.

Special meetings of the Executive Board may be called by the President at any time or by the Secretary upon written request of at least one-fourth of the membership of the Executive Board. The Notice of Special Meeting shall specify the time and place of the meeting and the business to be conducted.

A member of the Executive Board cannot miss more than three meetings during a two-year term and remain on the Board unless a serious illness, death in the family, or some other serious problem prevents his/her attendance. A vote to excuse must be unanimous by those present. When possible, the member must notify the President, in writing, at least 24 hours in advance of the meeting of his/her expected absence.

Section 5. At any meeting of the Executive Board, a forty percent (40%) 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 6. In the event of a vacancy in the office of the President, the Senior Vice-President shall automatically succeed to the office of President for the balance of the former President's term. In the event that the Senior Vice-President is not available to succeed the President, the Executive Board shall select one of the Vice-Presidents to serve as President until the next annual meeting of the Council. Other vacancies on the Executive Board occurring between annual meetings shall be filled for the unexpired portion of the term by the originating unit or, if elected by a vote of the membership, by the Executive Board..

Section 7. Any person who has been elected by the Council membership to serve two full consecutive terms as an Officer or Member at Large shall not be eligible for nomination and election to a third consecutive term in the same position. Service during a partial term, regardless of the length, shall not be considered in the application of this rule.

If any member of the Executive Board ceases to be eligible for active membership in the Association, he/she shall cease to be a member of the Executive Board three months after they lose their status as an active member. The Executive Board, by a two-thirds majority vote and at its own discretion acting in the best interests of the Council, may deny, terminate or refuse to renew membership to any person or agency. Once the position is vacant, the Executive Board shall fill the vacant position as provided in Section 6 above.

## ARTICLE V

### Officers: Name, Duties, and Vacancies

Section 1. The officers of the Regional Council shall be President, Senior Vice-President, Vice-Presidents with Portfolio, Secretary and Treasurer who shall be associate members in good standing of the Association and Regional Council.

Section 2. It shall be the duty of the President to preside at all meetings of the Regional Council; to create and appoint such special committees as may, 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.

Section 3. 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 the President cannot complete their term of office until the next annual meeting, and shall perform such other duties as may, from time to time, be assigned by the President or the Executive Board.

**Section 4. The Vice-Presidents with Portfolio shall be responsible for the standing committee that each represents and shall serve as Chair of such standing committee.**

**a. Vice-President with Portfolio for Housing:**

Shall generally address the program areas of its respective functions, and shall recommend actions to the Executive 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. Vice-President with Portfolio for Community Revitalization and Development:**

Shall generally address the program areas of its respective functions, and shall recommend actions to the Executive 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.

**c. Vice-President with Portfolio for Professional Development:**

Shall assist in providing policy and direction for educational services to promote growth of the housing and community development profession. Focusing on career enhancement, training and education, certification and credentialing, technical services, and the improvement of the professional skills of NAHRO members.

**d. Vice-President with Portfolio for Member Services:**

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 conference and conventions, workshops and seminars, scholarship/awards, publications, representation, and such related matters.

**e. Vice-President with Portfolio for Commissioners:**

Shall focus on the general areas of the functions of Commissioners, including program advocacy,

development of partnerships, and increasing skill levels of Commissioners.

**Section 5. The Secretary shall be responsible for maintenance and oversight of the records of the Regional Council, sending such notices as may be required and performing such other duties as may be assigned by the President or the Executive Board.**

**Section 6. The Treasurer shall supervise the accounts of the Association and shall supervise the fiscal activities of the Director who has been delegated responsibility to handle bills and charges of the Council. The Treasurer shall be responsible for developing and monitoring the Association's annual budget and shall make a annual report to the Council and such additional reports to the Executive Board as the Board may require.**

## **ARTICLE VI**

### **Nominations and Elections**

**Section 1. Not less than ninety days prior to each annual meeting of the Regional Conference held in odd-numbered years, the President shall appoint a Nominating Committee; chaired by the Senior Vice-President, consisting of five members representative of members' interests. The Nominating Committee shall meet for the purpose of selecting one or more persons for each position from the rolls of associate members in good standing as nominees for each office. The Nominating Committee shall endeavor to select nominees so as to provide reasonable representation to the membership of the Executive Board of the range of interest, activities, and administrative responsibilities found in the Council membership, as well as reasonable geographical, racial & ethnic, and agency size representation of the Council's area.**

The Nominating Committee shall give preferential consideration in the nomination of candidates for Vice-President positions to current active regional members serving on the respective National Standing Committees. The Nominating Committee shall send the list of nominees to eligible voters, as defined elsewhere in these By Laws, not less than sixty days prior to the annual meeting and shall advise the membership, at the same time, that additional nominations may be made by a petition signed by not less than ten associate, affiliate, or allied individual members in good standing. The petition must be accompanied by a statement signed by the nominee attesting to his/her willingness to stand for election, and further that the

petition shall be sent to the Secretary, who shall certify the petition, at least thirty days before the annual meeting.

Section 2. In the event that no additional nominations are received from the membership as provided above in Section 1 and that the slate itself does not provide any contested positions (2 or more candidates for a given position), the slate of nominees named by the Nominating Committee shall not be submitted for a ballot by mail of the membership (there being no opposition), but shall be presented to the membership at the Annual Meeting by the Nominating Committee by a motion to unanimously approve the uncontested slate of officers and members at large.

Section 3. The election of officers shall be accomplished by a mail or electronic ballot in odd years with the results of the voting to be announced at the annual meeting of the Regional Council. The term of office shall be two years, concurrent with the term of national NAHRO officers. The selection by each Chapter of an at-large member shall be made within 120 days after the annual meeting of the Regional Conference. The term of office of the six regionally elected members at-large shall be four years with three of the six members elected at each biennial meeting of the Council.

Section 4. No person shall be eligible for election to office who is not a current associate member in good standing of the Association and of the Regional Council.

## **ARTICLE VII**

### **Meetings**

Section 1. 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 sixty days prior to the meeting date.

Section 2. 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 thirty days prior to the meeting date.

Section 3. The provision of these By-laws and Robert's Rules of Order shall apply to the conduct of any meeting of the membership, the Executive Board, and the duly constituted committees of the Regional Council.

## **ARTICLE VIII**

### **Committees**

Section 1. There shall be standing committees of the Regional Council through which the program, professional, and member service needs and participation of the membership can be addressed. The standing committees of the Regional Council are:

- Housing
- Community Revitalization and Development
- Professional Development
- Member Services
- Commissioners.

The Vice Presidents with portfolio for each of these areas shall chair the standing committees. Each Vice-President with portfolio shall act as the Region's representative on the corresponding National Committee; however, if unable to act in this capacity, the President shall appoint a replacement from the other appointees to the National Committee.

Section 2. Each standing committee shall have at least one representative from each participating Chapter within the Region who is a member of the corresponding committee within the Chapter. Vice-Presidents with portfolios shall act as chair of the standing committees and shall formally communicate with the Chapter representatives at least on a biannual basis and report back to the Regional Board.

Members serving on a National Committee shall also serve on their corresponding Regional Committee.

Section 3. Legislative Committee. The Legislative Committee shall be Chaired by the Immediate Past President of the Regional Council. The Committee shall also include the Senior Vice-President and the Chapter Presidents. Chapter Presidents may appoint a representative from their perspective Chapters to share the responsibilities.

Additional areas of responsibility shall include;

Responsibility for establishing linkages and coordinate with standing Committees for tracking legislative issues of importance to Housing/CD Agencies and communicating with Regional and Chapter members.

Responsibility to developing a network within the Chapter/Region to provide quick response to Congressional delegation members on issues that have direct impact on Agency members:

Responsibility for implementing a formal strategy for presentation of NAHRO National positions as well as Regional perspective during the legislative conference.

Section 5. Ad Hoc or Special Committees. The President may create such other special or ad hoc committees, or similar groups for specific or short-term concerns as he/she deems appropriate to the purposes and activities of the Regional Council, and shall appoint the members thereto. Such committees shall automatically expire upon expiration of the term of office of the President.

Section 6. The selection process for committee membership shall seek to provide a broad representation of all special interests of the members including, but not limited to, commissioners, minorities and women.

subject to revocation by the Board of Governors of the Association for due cause.

## **ARTICLE IX**

### **Removal of Executive Board Members**

Any member of the Executive Board may be removed from office by the Board with or without cause and whenever in its judgment the best interests of the Association would be served, by a two-thirds majority vote of the entire Regional Council. Any Board member whose removal has been so proposed shall be given an opportunity to respond prior to the vote being taken.

## **ARTICLE X**

### **Amendment**

Section 1. These by-laws may be amended by a majority vote at a regular or special meeting of the membership, or by mail ballot. Each member shall be sent a copy of the proposed amendments with the notice of the meeting at which the amendments are to be voted upon not less than thirty days prior to the meeting date.

## **ARTICLE XI**

### **Effective Date, Approval and Revocation**

Section 1. These by-laws and any amendments thereto shall become effective on approval by the Board of Governors of the Association and are

Attachment A

**NAHRO CODE OF  
PROFESSIONAL CONDUCT**

The purpose of the National Association of Housing and Redevelopment Officials is

- (1) to be the leading housing and community development advocate for the provision of adequate and affordable housing and strong viable communities for all Americans, particularly those with low- and moderate-incomes,
- (2) to strengthen the capacities of member agencies, and
- (3) to develop and deliver the highest quality products and services for housing and community development practitioners.

Each NAHRO individual associate, allied individual member and those formally certified through one of NAHRO's comprehensive examination programs will adhere to a Code of Professional Conduct that supports this purpose and pledges to:

- Promote the public interest through the advocacy for responsible administration of housing and community development programs.
- Perform work responsibilities with the highest degree of integrity and professionalism in order to merit the respect of the beneficiaries of programs, elected officials and the general public.
- Exercise diligence, objectivity and honesty in professional activities.
- Avoid any activities which conflict with official duties and not accept directly or indirectly any fee, rebate, commission, discount, gratuity, or other benefit whether monetary or otherwise for the professional discharge of duties except an authorized, established salary, expenses, and other benefits.
- Serve the public with dedication, concern, courtesy and responsiveness.
- Continually strive for professional excellence personally and encourage

and support associates in their professional development efforts.

- Avoid misuse or misrepresentation of any of NAHRO's comprehensive certifications.
- Promote and encourage the highest level of ethics within the industry.
- Immediately report known violations of this Code of Professional Conduct to the Executive Director of NAHRO.

This Code of Professional Conduct has been adopted to promote and maintain the highest standards of personal and professional conduct. Adherence to this Code is required for continued NAHRO associate status and/or retention of any comprehensive credential achieved through NAHRO's professional development program.

*This Code was adopted by the Board of Governors on October 15, 1989 and revised in 2001.*