

**NATIONAL ASSOCIATION OF HOUSING & REDEVELOPMENT OFFICIALS
MARYLAND ASSOCIATION OF HOUSING
AND REDEVELOPMENT AGENCIES
BY-LAWS**

**ARTICLE 1
NAME AND JURISDICTION**

Section 1. The name of this organization shall be the Maryland Association of Housing and Redevelopment Agencies (MAHRA) hereinafter the "Chapter", of the National Association of Housing and Redevelopment Officials, hereinafter the "Association."

Section 2. The Chapter shall operate within the geographic area of Maryland and the Washington Metropolitan Area, subject to the provisions of the Constitution of the National Association of Housing and Redevelopment Officials (NAHRO) and these by-laws. The Chapter shall seek to provide for broad representation of all special interests of the membership, including but not limited to commissioners, minority representatives, and affordable housing providers.

**ARTICLE II
OBJECTIVES AND PURPOSES**

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 MAHRA shall be:

- (1) To enhance the efficiency and effectiveness of 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;
- (7) To strengthen MAHRA's ability to serve its members;
- (8) To work with other organizations and to aggressively develop coalitions and collaborative efforts to accomplish NAHRO's mission;
- (9) To continuously strengthen the Chapter's internal management and operations and to effectively utilize human, organizational, and financial resources to maximize the achievement of MAHRA's mission and goals.

ARTICLE III
MEMBERSHIP: QUALIFICATIONS, VOTING, DUES

Section 1. Any individual or agency as defined herein, who resides or is employed or which is located within the geographical area of the Chapter, shall be an active member of the Chapter upon payment of such dues as may be established by the Chapter as herein provided.

Active Member - Any Individual or agency member in good standing, as defined in NAHRO code of conduct, who resides in the state shall be an **“active member”**, upon payment of such dues as may be established by the Chapter as hereinafter provided.

Section 2. Individual-Active. Any person with an elective, appointive, or ex-officio position or employee affiliation with the following types of organizations or agencies, having to do primarily with urban renewal, housing, rehabilitation, conservation, codes, and community development and redevelopment:

- a) public bodies;
- b) non-profit private housing organizations;
- c) non-profit community development corporations;
- d) non-profit, cooperative mutual, educational and civic organizations active in the field - shall be eligible for active membership in the Chapter.

Any active member shall be eligible to hold any office in the Chapter. An active member, who ceases to qualify for active membership by reason of change of employment, or for any other reason, may be retained in active status for a period of one year following the change in qualification. 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. Individual-Affiliate. Any person who is interested in the purposes and activities of the Chapter shall be eligible for affiliate membership. Affiliate members shall have all rights of active members, including eligibility for appointment to committees unless there exists a possible conflict of interest, and shall have the right to vote, but not the right to hold office.

Section 4. Agency-Active. Any public agency, department, or organization having to do primarily with housing, community development or redevelopment, housing rehabilitation or conservation, codes, and related community programs shall be eligible for active organizational membership in the Chapter. Each organization holding active membership shall be entitled to designate a number of associates as determined by the Board of Directors. One of these associates shall be designated the primary organizational contact. Each associate is entitled to cast one vote in an action taken by a vote of the members of the Chapter. Any organization that has been a member less than 45 days prior to the annual meeting of the Chapter shall not be issued ballots during said period.

Associates designated by an Active Agency member who cease to qualify for active membership by reason of change in employment, may be retained in active status for a period of one year and, if said person does not regain qualifying active status at the conclusion of that period, shall be transferred to affiliate membership.

Section 5. Agency-Affiliate. Any agency, corporation, company or other organization interested in the purposes and activities of the Chapter shall be eligible for affiliate agency membership.

Affiliate agency membership shall have all the rights of active agency membership except the right to vote.

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

Section 7. Membership termination. The Board, by two-thirds vote and at its own discretion 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. If an active member has any change in status for a period of more than thirty (30) days, then membership will be terminated.

Section 8. Retired Members. Individual-Active and Agency-Active Associates may remain in Individual-Active status for one additional year beyond the initial one-year provided in Sections 2 and 4 above for each five (5) full years of past MAHRA membership provided they pay the appropriate membership dues.

ARTICLE IV BOARD OF DIRECTORS, MEMBERS, RESPONSIBILITIES, MEETINGS, QUORUM, VOTING, VACANCIES

Section 1. The control of the affairs of the Chapter shall be vested in the Board of Directors who all have voting rights. Ex-officio members shall not have voting rights. The Board of Directors shall consist of:

- Officers of the Chapter
- No fewer than nine additional members, who shall be generally representative of the program, professional and special interests of the Chapter members
- The Immediate Past President of the Chapter who is still active in the field and continues to reside within the geographic boundaries of the Chapter
- The National President of NAHRO who resides within the geographic boundaries of the Chapter, shall be an ex-officio member of the Board of Directors
- The Senior Vice President of NAHRO or National Vice President of a NAHRO Standing Committee who resides within the geographic boundaries of the Chapter, shall be an ex-officio member of the Board of Directors
- The Regional President of the Mid-Atlantic Regional Chapter, NAHRO, shall be an ex-officio member of the Board of Directors
- A representative of each of the following shall be invited to serve as ex-officio members of the Board of Directors:
 - U.S. Department of Housing and Urban Development - Baltimore HUD Office
 - U.S. Department of Housing and Urban Development -Washington, D.C. Office
 - Maryland Department of Health and Mental Hygiene
 - Maryland Department of Housing and Community Development
 - Maryland Department of Disabilities

Section 2. The Board of Directors 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 Chapter affairs to the membership, and it shall otherwise plan and account for the activities of the Chapter (including employment of staff).

Section 3. The Board of Directors shall establish procedures for the selection of Chapter representative(s) to the required regional standing committees.

Section 4. The Board of Directors shall not hold less than six (6) regular meetings each year, at least one of which will be held at the time and place of the annual meeting of the Chapter. Notice of a regular board meeting shall be sent to each Board member not less than ten (10) days before the meeting date. The members are expected to attend regular meetings in person, but may participate via teleconference (or comparable audio/video conferencing equipment) up to three (3) time in a twelve-month period. The members participating via teleconference will count towards the establishment of a quorum, and may fully participate, engage in and discuss items as well as propose or second motions, and/or vote on motions.

Special meetings of the Board of Directors may be called by the President at any time or location or by the Secretary and/or Service Officer upon the written request of at least one-half of the membership of the Board. The notice of Special meeting shall specify the time and place of the meeting and the business to be conducted.

In the event any member is absent without excuse from any three (3) Board meetings during a calendar year, the member shall be considered to have resigned, and the position shall be considered vacant. The member may obtain an excused absence by notifying the President before the meeting of the member's intent to be absent and the reason for the absence.

Section 5. At any meeting of the Executive Committee, a majority of the members of the Executive Committee shall be present to establish a quorum for the conduct of official business of the Chapter. Each member of the Executive Committee shall be entitled to one vote. In order for a member's vote to be counted, the member must be present, to include those present via teleconference. Meetings may also be convened via conference call or electronic means as necessary to conduct official business of the Chapter.

Section 6. In the event of a vacancy in the Office of President, the Senior Vice-President is to automatically succeed to the office for the balance of the President's term. In the event of the unavailability of the Senior Vice-President, the Executive Committee shall select one of the Vice-Presidents to serve as President until the next annual meeting of the Chapter. Other vacancies in the Executive Committee occurring between annual meetings shall be filled by the originating unit or, if elected by a vote of the membership, by the Executive Committee to fill the unexpired portion of the term.

Section 7. If any member of the Executive Committee ceases to be an Individual Active Member in the Association and/or the Chapter, he/she shall cease to be a member of the Executive Committee and his/her position on the Executive Committee shall thereupon become vacant and shall be filled as provided in Section 6 above.

Section 8. All financial records, research, documents, studies, manuals and any other endeavors or work of any Standing Committees, President, Senior Vice-President, Secretary and/or Service Officer, Treasurer; and any other committees, task forces or similar groups created by the President, shall be the property of the Chapter and governed by the Chapter and its Executive Committee; and any individual or group, cannot gain financially, or otherwise; by

distributing, copyrighting, selling, promoting, sharing, releasing any financial records, reports, documents, studies, manuals, etc. of said Chapter and/or developed under the Chapter's structure. All such research, financial records, documents, studies, manuals, etc. shall be turned over to the President of the Chapter upon oral or written request at any time and also upon leaving membership of said Chapter and/or Association or at the end of the term of one of its Officers, Standing Committee, task forces or similar groups. Any release of information from Standing Committee members, Officers, Vice-Presidents must be approved in advance by the Executive Committee and in accordance with State and Federal law.

ARTICLE V OFFICERS, NAME, DUTIES, EXECUTIVE COMMITTEE

Section 1. Officers

The Officers of the Chapter shall be President, Senior Vice President, Vice President for Public Housing, Vice President for Community Development, Vice President for Rental Assistance, Vice President for Commissioners, Vice-President for International Research and Global Exchange, Treasurer and Secretary, who shall be active individual members in good standing of the Association and the Chapter.

The Officers shall comprise the Executive Committee. The quorum of the Executive Committee may conduct the timely business of the organization between Board meetings, except for functions of the membership at the Annual Meeting. A quorum of the Executive Committee shall be five (5) Officers. All decisions of the Executive Committee shall be reported to the Board of Directors at the next Board meeting.

Section 2. President

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 Executive Committee of the Chapter; and to report periodically to the membership on the accounts and general business of the Chapter. The President shall serve as a member of the Regional Council.

Section 3. Other Officers and Duties

Each of the Vice Presidents shall be responsible for the conduct of the standing committee from which they were elected.

- a) The Senior Vice President shall preside in the absence of the President at all meetings of the Chapter, shall succeed the President in office if she/he cannot complete her/his term until the next annual meeting, and perform such other duties as from time to time be assigned by the President or Executive Committee.
- b) The Vice President for Public Housing shall be responsible for representing the interests of Public Housing Agencies and Housing Authorities represented among the membership.
- c) The Vice President for Community Development shall be responsible for representing the interests of Community Development and Redevelopment Agencies represented among the membership.

- d) The Vice President for Rental Assistance shall be responsible for representing the interests of Housing Choice Voucher Agencies represented among the membership.
- e) The Vice President for Commissioners shall be responsible for representing the interest of Commissioners represented among the membership.
- e) The Vice President for International Research and Global Exchange shall be responsible for representing the interest of the MOU with NASHO among the membership.

Section 4. The Secretary and/or designated Service Officer shall be responsible for the taking and distributing the minutes of all Board meetings and business meetings and maintaining a file record of all Chapter correspondence and the sending of notices as may be required and shall perform such other duties as may, from time to time, be assigned by the Chapter President or the Executive Board.

Section 5. The Treasurer shall be responsible for maintaining the records and accounts of the Chapter, preparation of financial reports, sending notices, as well as performance of such other related duties assigned by the President or the Board of Directors of the Chapter.

ARTICLE VI NOMINATION AND ELECTIONS

Section 1. Not less than (60) days prior to the annual meeting of the Chapter, the President shall appoint a Nominating Committee having three (3) member's representative of the members' interests, that shall meet for the purpose of selecting one or more persons from the rolls of individual members in good standing as nominees for each office and the Executive Committee positions. The Committee shall be diligent in ensuring that a broad range of membership interests are represented, including but not limited to commissioners, minority representatives and women and that persons shall be selected regardless of disability, ethnicity, gender, race, religion, age and/or sexual orientation. Not less than ten (10) days before the annual meeting, the Secretary shall notify each eligible voter of the nominees selected by the Nominating Committee and inform them that nominations may be made by the membership.

Section 2. The Election of Officers and other members of the Board of Directors shall be held at the annual meeting of the Chapter. The term of office shall be two years and shall begin on July 1. All officers and other members of the Executive Committee shall serve until their successors have assumed their duly elected positions.

Section 3. Each active agency and active members shall have one (1) vote and shall cast that vote by electronic ballot. The vote of an active agency must conform to Article III of these By-Laws whereby the Individual-Active member designated as the primary organizational contact for an active agency shall cast the vote.

When the nomination procedures result in more than one nominee for a position, the Secretary shall prepare a ballot containing the names of the nominees submitted by the committee and the names carried on all eligible petitions. Ballot should contain biographical information about each nominee relating to professional and organizational services.

Not less than 15 days before the annual meeting, the Secretary shall electronically transmit correspondence to each active member entitled to vote, with instructions detailing the manner in which voting shall be conducted.

Section 4. No person shall be eligible for election to office unless the person is an associate member in good standing of the Association and an Individual-Active member in good standing of the Chapter.

Section 5. If a vacancy occurs in any Office of the Chapter except as provided in Article VI, Section 2, it may be filled by the Executive Committee for the unexpired term or the next annual meeting of the Chapter as also referred to Article IV, Section 6.

Section 6. The committee shall oversee the election and 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.

If there is not more than one nominee for any position to be filled, the committee shall certify to the Chapter at the annual meeting that such nominees have been duly elected to such positions.

ARTICLE VII MEETINGS

Section 1. There shall be an annual meeting of the membership of the Chapter at a time and place fixed by the Executive Committee. Reasonable notice of the annual meeting shall be given to the membership, but not less than sixty (60) 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 Committee, or by the signed petition of at least one-fifth of the Individual-Active membership. The Secretary shall give notice of the time and place of a special meeting not less than twenty (20) days prior to the meeting date.

Section 3. A quorum must be present at any meeting of the membership at which business is transacted. One-third (1/3) of the active membership of the Chapter shall be a quorum.

Section 4. The provisions of these By-laws and Robert's Rules-of-Order shall apply to the conduct of any meeting of the membership, the Executive Committee, and other duly constituted committee of the Chapter.

ARTICLE VIII COMMITTEES

Section 3. The President may create committees, task forces or similar groups as she/he deems appropriate to the purposes and activities of the Chapter, taking into consideration the committee structure of the Association, and shall appoint the members thereto.

Section 2. The selection of committee membership shall seek to provide a broad representation of all special interests of the membership including commissioners, minority representatives, affordable housing, developers, and women. Only Individual-Active members and Associate

Members in good standing with the Association may serve in committee leadership positions. Participation on a Committee is open to any interested parties.

Section 1. There shall be Standing Committees of the Chapter as described in Article V, through which the program, professional, and member services needs and participation of the membership are provided. The Standing Committees of the Chapter are:

- Professional Development
- Member Services
- Legislative
- Disability Advocacy
- Information Technology

ARTICLE IX AMENDMENT

Section 1. These By-laws may be amended at a regular or special meeting of the membership, provided a quorum is present and two-thirds of those voting vote affirmatively for the amendment. Each member shall be sent a copy of the proposed amendments with the notice of the meeting at which the amendments are to be considered. The Secretary shall send the meeting notice to each member not less than twenty (20) days prior to the meeting date.

ARTICLE X EFFECTIVE DATE, APPROVAL AND REVOCATION

Section 1. These By-laws and any amendments thereto shall become effective on approval by the membership subsequent to the review and approval of the Middle Atlantic Regional Council Board and the National NAHRO Board of Governors. These Bylaws are effective as of July 1, 2018.

Approved by the membership on May 25, 2018.
Approved by the MARC-NAHRO Board on March 23, 2018.
Approved by NAHRO Board of Governors on July 28, 2018.