

TENNESSEE HOUSING AND REDEVELOPMENT AUTHORITIES BY-LAWS

ARTICLE I

NAME

TENNESSEE ASSOCIATION OF HOUSING AND REDEVELOPMENT

AUTHORITIES (herein called the "Association"), and shall be an affiliated association of the Tennessee Municipal League.

OFFICE

Principal Office – The mailing address of the Executive Director or at such other address as may be designated by the Board of Directors.

ARTICLE II

OBJECTIVES

- To foster and promote the interest of low-rent public housing.
- To foster and promote the development of other appropriate housing programs designed to meet the needs of low-and-moderate-income families, including both private and public efforts.
- To foster and promote positive opportunities for resident participation.
- To foster and promote slum clearance, urban development, community development, and programs related thereto including economic development.
- To provide a clearing house for exchange of ideas and experience toward a more complete understanding of these programs.
- To work for improvement in administrative practices and policies.
- To establish more complete and efficient working relationships and cooperation between local agencies and departments and agencies of the state and federal governments.
- To recommend and promote federal and state legislation which will provide a decent, safe and sanitary living environment for all families.

ARTICLE III

MEMBERSHIP

- Any regularly and legally constituted city or county housing authority in the State of Tennessee, organized and existing under the laws of the State of Tennessee, and any city, municipality, agency, or department thereof which is regularly engaged in any programs as set forth in Article II hereof, shall be eligible for membership in the Association as an Agency Member. Any individual regularly employed by a city, county, State agency or housing authority, engaged in programs as set forth in Article, II, shall be eligible for membership as an Affiliated Individual Member in the event his/her agency does not hold an agency membership. Any agency, corporation, company, or other organization interested in the purposes and activities of the Association shall be eligible as an affiliated agency membership.
- The board of directors, in its sole discretion, shall determine questions regarding eligibility of membership.

ARTICLE IV

MEETINGS

Section 1. The Association shall hold annual meetings each year at a time and place to be designated by the Board of Directors. The Board of Directors may call special meetings of the Association as deemed necessary or helpful, and shall call such meetings upon written request of three active members. The purpose or purposes of any special meeting shall be stated in the notice of such meeting, which notice shall be mailed to each member of the Association not less than ten days prior to the date of such meeting. Action taken at a special meeting shall be restricted to the business announced in said notice of such meetings. In the event, however, that the attendance at such special meeting comprises one-half of the total active membership, then upon the majority vote of those present, a special meeting may be permitted to act on business other than that which was specified in the aforesaid notice of special meeting. Only commissioners and employees of Member Agencies in good standing are eligible to attend any meeting, workshop, conference, etc., of the Association. Other persons may attend upon invitation of the President or persons designated by him/her. This does not apply to exhibitor or contributors invited by the Exhibit Committee or spouses or other relatives of the delegates, exhibitors, or contributors.

Persons employed by Affiliated Agency Members in good standing and Affiliated Individual Members in good standing are eligible to attend any meeting.

Section 2. Quorum. The presence in person or by proxy of one-tenth of the members entitled to vote shall constitute a quorum for the transaction of business.

Section 3. Voting. Each Agency Member in good standing in the Association shall have one vote. The vote of each Agency shall be cast by the Executive Director of said Agency, unless the Agency in question shall have, prior to any meeting of the Association, designated some other Member of said Agency to cast its vote. A vote may be cast by proxy on questions known to be brought before meetings, in the event the representative cannot attend in person; said vote or votes to be made only on such known business. Each Agency Member shall designate to the Secretary before each meeting the person who shall cast the vote for such Agency.

- A mail ballot may be submitted to the Member Agencies by the President on his/her own initiative and shall be submitted by him/her upon the written request of two members.

ARTICLE V

DUES

- The annual dues for regular membership in the Association shall be established by the Board of Directors.
- Dues shall become payable on January 1 of each year. Changes in dues may be made by the Board of Directors not more often than once each calendar year. The membership shall be notified of such changes at least 60 days prior to the January 1 due date of such changes in dues.
- No Member shall be responsible for the payment of any sums of money to the Association, or to any person, firm, or corporation furnishing labor, materials, or supplies for the Association unless the sum for which said Member is to be responsible shall first have been approved by said Member in writing. No assessment, including dues, shall be binding upon the Member without first obtaining his/her written consent.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Board of Directors. The Board of Directors shall consist of the President, Senior Vice President, four Vice Presidents, and the Immediate Past President, with each having one vote. The nominees will be selected and proposed by a Nominating Committee composed of the Immediate Past President and two other active Members selected by the Board of Directors, with the Immediate Past President serving as Chair. This committee will notify Agency Members that they are seeking nominees for the various offices and will consider suggestions in making their decisions as to nominations. At least one Vice President shall be nominated from each grand division of the State. The grand divisions are East, West, and Middle Tennessee. A representative of the Tennessee Municipal League chosen by the League shall serve as an ex- officio Member without voting rights.

Section 2. Term of Office. The Directors shall be elected at the annual meeting of the Association held in odd numbered years and shall serve for a term of two years, or until their successors have been elected and qualified and shall take office at the conclusion of the Association's annual meeting.

Section 3. Vacancies. Vacancies on the Board of Directors may be filled by a majority vote of the remaining Directors to complete the unexpired term.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5. General Powers. The Board of Directors, when elected, and qualified, shall exercise all corporate powers of, and for, the business affairs of the Association between annual meetings, and their action shall be final. The Board of Directors shall designate and may employ, a person to serve as Secretary-Treasurer at the pleasure of the Board of Directors, and may employ other persons as necessary in the business and affairs of the Association.

ARTICLE VII

OFFICERS

Section 1. Number. The Officers of the Association shall be:

- President
- Senior Vice President
- 1st Vice President of Professional Development

- 2nd Vice President of Housing
- 3rd Vice President of Membership
- 4th Vice President of Commissioners
- Secretary-Treasurer

Only commissioners or employees of an Agency Member in good standing shall be eligible to hold the offices of President or Vice President in the Association. The Secretary- Treasurer is appointed by the Board of Directors.

Section 2. Term of Office. The Officers specifically designated in Section 1. of this Article, except the Secretary-Treasurer, who shall be appointed by the Board of Directors, shall be elected at the annual meeting of the Association held in odd numbered years and shall serve for a term of two years, or until their successors have been elected and qualified and shall take office at the conclusion of the Association's annual meeting. Vice Presidents shall serve no more than two consecutive terms as Vice President.

Section 3. Vacancies. Vacancy in any of the offices, because of death, resignation, or for any cause, shall be filled by a majority vote of the Board of Directors to complete the unexpired term of such office.

Section 4. President. The President shall be the Chief Executive Officer of the Association, and shall, subject to control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Association. He/she shall preside at all the meetings of membership and of the Board of Directors at which he/she is present. He/she shall, unless otherwise provided by the Board of Directors, be an ex-officio member of all standing committees and shall also have other powers and duties as may be assigned to him/her by the Board of Directors. He/she shall represent the Association, as a Director of the Tennessee Municipal League and serve as the Association's representative to the Southeastern Regional Council of the National Association of Housing and Redevelopment Officials. If for any reason he/she cannot serve, the Board of Directors shall select an alternate.

Section 5. Senior Vice President. The Senior Vice President shall perform all duties assigned by the President and during the absence of or inability of the President, shall perform the duties and exercise the powers of the President as set forth in these By-Laws. Should the office of President become vacant for any reason, the Senior Vice-President shall automatically succeed to the office of the President. When acting as President, or if such succession takes place, the Senior Vice-President shall then have all of the powers and be subject to all of the responsibilities hereby given to, or imposed upon the President.

Section 6., Vice-Presidents. Four (4) Vice-Presidents, as outlined in Section 1, shall be elected and shall carry out such assignments of duties from the President and/or the Board of Directors as may be assigned to them after their selection and election.

Section 7. Secretary-Treasurer. The Secretary-Treasurer shall serve as the Executive Director and shall be a salaried employee who shall serve at the pleasure of the Board of Directors. It shall be the duty of the Secretary-Treasurer to keep a record of the proceedings of all meetings of the Members and Board of Directors; to notify the Members and Directors of meetings as provided by the By-Laws; and to perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VIII

COMMITTEES

The Board of Directors and the President, with the advice and consent of the Board of Directors, may appoint such committees as are deemed necessary for the proper conduct of business and the objectives of the Association. Such committees shall hold office concurrent with the Officers of the Association.

ARTICLE IX

PROCEDURE

Except as otherwise provided by these By-Laws or amendments thereto, "Robert's Rules of Order" shall govern the proceedings of the Association.

ARTICLE X

AMENDMENTS

These By-Laws may be amended at any regular or special meeting of the Association by a majority vote of the Membership present at any meeting of the Association, provided notice of the proposed amendment shall be mailed to the Membership of the Association at least ten days prior to the meeting.

These By-Laws were modified at the meeting of the Membership on April 18, 2011.

These By-Laws were on September 16, 2008.

These By-Laws adopted at the meeting of the Membership on April 19, 1994.