

SOUTHWEST REGIONAL COUNCIL
of the
NATIONAL ASSOCIATION OF HOUSING AND REDEVELOPMENT OFFICIALS

B Y - L A W S

ARTICLE I

Name and Jurisdiction

Section 1. The name of this organization shall be the Southwest Regional Council of the National Association of Housing and Redevelopment Officials.

Section 2. The Regional Council shall operate within the geographic area of the states of Arkansas, Kansas, Louisiana, Missouri, New Mexico, Oklahoma, and Texas, 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 the entire 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 practice 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 Association at all levels to provide for the exchange of knowledge and results of experience; to conduct meetings, training and educational programs for the exchange of information, The improvement of program administration and 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;
- (5) To cooperate and collaborate with other agencies, associations and groups, both public and private, having similar or related purposes.

ARTICLE III

Membership: Qualifications, Voting, Dues

Section 1. Any agency that is an active member in good standing of National NAHRO, and resides within the 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.

All associates (as listed with National NAHRO) of an active agency shall have full voting rights, and are eligible to participate in all activities open to the membership. Every associate of an active agency member shall be eligible to hold any office in the Region.

Section 2. Any Allied individual member NAHRO who resides within the geographical area of the region, shall be an affiliate member of the Regional Council upon payment of such dues as may be established by the Regional Council as hereinafter provided. Allied Individual members would include; individuals employed in academia, by federal agencies or other organizations not eligible for membership in NAHRO; students; those unemployed; or retired. Every allied individual shall have all rights of active members unless there exists, a possible conflict of interest, as determined by the Executive Board.

Section 3. Any agency that is an affiliate member in good standing of National NAHRO, and resides within the geographical area of the region, shall be an affiliate member of the Regional Council upon payment of such dues as may be established by the Regional Council as hereinafter provided. All associates (as listed with National NAHRO of an affiliate member shall have all rights of active members unless there exists, a possible conflict of interest, as determined by the Executive Board. Associates of an affiliate member shall not have the right to hold office on the regional level.

Section 4. Membership dues may be established, from time to time, by the Executive Committee of the Regional Council for the operation of the Council. Payment of the established dues shall entitle members to all the rights of their membership class.

Section 5. A Lifetime Membership may be given by the Executive Committee to an individual, upon retirement, who has rendered outstanding service to the Southwest Regional Council of NAHRO. Nominations for Lifetime Memberships shall be made by Chapters to the Awards Committee which shall recommend approval to the Executive Committee. Lifetime Members shall be non-voting ex-officio members of the Executive Committee and shall receive complimentary registration for all SWRC Annual Conferences.

ARTICLE IV

Executive Committee: Members, Responsibilities, Meetings, Quorum, Voting, Vacancies

Section 1. The control of the affairs of the Regional Council shall be vested in the Executive Committee consisting of the following:
With Voting status:

Officers of the Regional Council as set forth in Article V.

Thirty-five members to be chosen by a locally established procedure of each chapter, consisting of five persons from each chapter of whom two shall be the Chapter President and Senior Vice-President, and the

remaining three to be selected by the Chapter based upon a reasonable geographical distribution and fully representative of membership interests. Chapters are encouraged to include a Commissioner and the Chapters immediate Past President in its local selection process. The five Chapter positions are non-transferable between Chapters.

Trustees of the SWRC-NAHRO Retirement Plan -- one vote

Trustees of the SWRC-NAHRO Hospitalization Plan -- one vote

Any current National NAHRO officer residing in the Southwest Region

The current elected representative from SWRC to the Board of Governors

All past presidents of National NAHRO and SWRC-NAHRO residing in the region who are currently active in the field of assisted housing, community development, economic development, urban renewal or code enforcement.

Ex-Officio with Non-Voting status:

Members of the NAHRO Boards of Credentialing Trustees

Members of National NAHRO Ad Hoc Committees

Chairpersons of SWRC Ad Hoc Committees

Editor of the official Publication of the Regional Council

SWRC-NAHRO Lifetime Members

International Committee Members

On all questions coming before the Executive Committee, each person with voting status designated above may cast one vote, except that only one vote may be cast by the combined member Trustees of the SWRC Retirement Plan and the combined member Trustees of the SWRC Hospitalization Plan. Said Trustees shall each designate a Trustee to be present at each meeting who shall be authorized to cast one vote as its representative. No proxy or designee voting allowed.

All positions shall be certified to the Regional Secretary at least thirty days prior to any Executive Committee meeting. Such certification shall then be in effect until revoked or for the duration of the term of the Regional President then in office.

Section 2. The Executive Committee 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 the Regional Council affairs to the membership, and it shall otherwise plan and account for the activities of the Regional Council and any staff the Regional Council may employ.

Section 3. The President and Immediate-Past President shall represent the Southwest Regional Council on the National NAHRO Board Of Governors. In addition, the Region shall have two at-large Regional Representatives on the Board of Governors, one of whom shall be the Senior Vice-President. The fourth Regional representative to the Board of Governors shall be chosen for a term of four (4) years by election by the Executive Committee.

Section 4. The selection of Regional representatives to a National committee other than the five standing committees, shall be made by the SWRC President and confirmed by the Executive Committee at its next regular meeting.

Section 5. The Executive Committee shall hold not less than two (2) regular meetings each year, at least one of which will be held at the time and place of the annual convention of the Regional Council. Notice of a regular meeting shall be mailed or transmitted via electronic media to each committee member not less than thirty (30) days prior to the meeting date.

Special meetings of the Executive Committee may be called by the President at any time or by the Secretary upon the written request of one-fourth (1/4) of the membership of the Executive Committee. A Notice of Special Meeting shall be mailed or transmitted via electronic media to each Executive Committee member not less than ten (10) days prior to the meeting date and shall specify the time and place of the meeting and the business to be conducted.

Section 6. 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 business of the Regional Council.

Section 7. If a member of the Executive Committee fails to attend two consecutive meetings of the Executive Committee and such absences are not excused by the Executive Committee, his/her place shall automatically become vacant and such vacancy shall be filled as provided herein by Section 8. A reconvened session shall not count as a second meeting.

Section 8. Vacancies on the Executive Committee occurring between annual meetings shall be filled by the originating unit, or, if elected by a vote of the membership shall be filled as provided by Article VI, Section 5.

Section 9. Should any officer cease to be an Associate or an Allied Individual Member in National NAHRO, or become ineligible for active membership in NAHRO for any reason, his/her office shall be declared vacant. The Executive Committee may remove any officer by a vote of three-fourths of a majority present at any meeting. Any vacancy occurring hereunder shall be filled as provided by Article VI, Section 5.

Section 10. There shall be a Steering Committee of the Executive Committee consisting of the elective officers of SWRC [Regional President, Senior Vice-President, Vice Presidents with portfolio, Secretary and Treasurer], and the President of each chartered NAHRO

Chapter within the Region. The Steering Committee shall be chaired by the Regional President and shall be empowered to act for and on behalf of the Executive Committee between meetings, and shall be available for consultation as needed.

ARTICLE V

Officers: Names, Duties

Section 1. The Officers of the Regional Council shall be a President, a Senior Vice-President, five (5) Vice Presidents with Portfolio, each corresponding to the five regional standing committees, a Secretary and a Treasurer, each of whom shall be active associate members in good standing of National NAHRO and this Regional Council. Any Regional officer duly elected as contained in Article VI who is subsequently elected to a National NAHRO office of President or Senior Vice-President, shall immediately resign his/her Regional position upon certification of the election to the national position.

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 Committee 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 he/she cannot complete his/her term until the next annual meeting, and perform such other duties as may from time to time be assigned by the President or the Executive Committee.

Section 4. The five (5) Vice Presidents shall be responsible for the conduct of the standing committees to which they are elected and shall preside at all meetings of the committees. The Vice-Presidents may be assigned duties and responsibilities by the Executive Committee related to the current interests of the Council within the scope of the standing committees which they chair.

Section 5. The Secretary shall be responsible for maintaining the records of the Regional Council, the sending of such notices as may be required, certifying such petitions and positions as may be required, and performing such other duties as may be assigned by the President or the Executive Committee.

Section 6. The Treasurer shall be the custodian of the funds of the Regional Council. He/she shall collect all monies payable to the Council and shall deposit the same as directed by the Executive Committee. He/she shall disburse funds of the Council upon the written approval of the President or as authorized by the Executive Committee of the Council. The Treasurer shall keep books of account of the Council and shall submit a statement of his/her accounts, with proper vouchers, at the regular meetings of the Council. He/she shall render an annual account to the officers prior to each annual conference. He/she shall perform such other duties as properly belong to the office, or as may be specified by the Executive Committee. The books of the Treasurer shall be open for inspection by the officers, or any committee appointed by them, for the purpose of making an examination thereof.

Before entering upon his/her duties, the Treasurer shall enter into a good and sufficient bond, payable to Southwest Regional Council of NAHRO, in an amount as determined by the Steering Committee commensurate with the funds on hand. The premiums for said bond shall be an authorized expenditure out of Council funds.

ARTICLE VI

Nominations and Elections

Section 1. Not less than sixty (60) days prior to the annual convention of the Regional Council held in odd-numbered years, a Nominating Committee consisting of the Regional President, Immediate Past-President, Senior Vice President, the President (or designee) of each chartered NAHRO State Chapter within the region, and a representative elected from the Commissioners Committee, shall meet for the purpose of selecting one or more persons from the roles of active associate members in good standing as nominees for each office. The Immediate Past-President of SWRC shall serve as Chair of the Nominating Committee.

Not less than thirty (30) days prior to the annual convention, the Secretary shall notify, through the means endorsed by the Board, each eligible voter of nominees selected by the Nominating Committee and that nomination may be made by the membership by petition bearing the name of the nominee and the signature of at least fifty (50) active associate members in good standing. The 50 must include representation of at least two agency members from each of the states in the Region. The petition shall be received by the SWRC Secretary, who shall certify the petition, at least three (3) days prior to the annual convention.

Section 2. The election of officers shall be at the annual convention of the Regional Council held in odd-numbered years. The term of office shall be two years, and shall coincide with the terms of office of the national officers and the Board of Governors.

Section 3. Each active associate and allied individual member present shall have one vote and shall cast his/her vote by written ballot or by a show of hand or voice.

Section 4. No person shall be eligible for election to office or to the Executive Committee who is not a current associate of an active agency in good standing of the National Association and of the Regional Council.

Section 5. If a vacancy occurs in any office of the Regional Council or committee appointment, except as provided in Article VI, Section 2, it may be filled by the Executive Committee for the unexpired term or until the next annual convention of the Regional Council, whichever occurs earlier.

ARTICLE VII

General Membership 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 Committee. Reasonable notice of the annual meeting shall be given to the membership, but not less than thirty (30) 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, Executive Committee, or by the signed petition of representatives of at least one fifth of the agency members. The Secretary 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. A majority of the current associates or allied individual members assembled at any regular or special meeting of the Council are sufficient for the transaction of business.

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

ARTICLE VIII

Committees

Section 1. The Regional Council shall have five (5) standing committees: Housing; Community Revitalization and Development; Professional Development; Member Services and Commissioners.

Section 2. The Housing Committee and the Community Revitalization and Development Committee shall generally address the program areas of their respective functions, and shall recommend actions to the Executive Committee regarding, but not limited to, program dollars, legislation, regulations, administration at federal, state and local levels and the effective representation of the membership's interests therein.

The Professional Development Committee shall focus on the general and specific areas of career identification, training and education, certification and credentialing, and the professionalization of the members engaged in such job opportunities.

The Member Services Committee 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 conferences and conventions, workshops and seminars, publications, representation and such related matters.

The Commissioners' Committee shall serve to broaden the constituency, supporting the goals and objectives of the Association; support programs to expand the skills of Commissioners to effectively discharge their responsibilities; and work with staff, leadership and membership as all levels of the Association in fulfillment of these purposes.

Section 3. Membership of the Standing Committees shall consist of no more than four (4) representatives from each Chapter, selected by a locally established procedure by each Chapter with certification of Chapter selections to the Regional Secretary and no more than nine (9) at-large members for each committee to be appointed by the Regional President. Each Standing Committee may appoint a liaison representative, with non-voting status to other Standing Committees.

Section 4. The Vice-President elected to serve in each of the five areas of special interest represented by the five Standing Committees shall serve as Chairperson of the corresponding committee. The term of membership of the Standing Committees shall coincide with the term of office of Regional Officers, except that, in odd-numbered years, each Standing Committee shall hold a transitional meeting, attended by current and incoming members. During such meetings, the newly-elected, incoming Vice-President and Chairperson shall preside over organizational sessions, at which time each committee shall select from among its membership a Vice-Chairperson. Voting for the Vice-Chairperson shall be limited to the incoming members of each committee.

Section 5. If a standing committee member fails to attend two consecutive meetings of the committee, and such absences are not excused by the Committee, his/her place shall automatically become vacant and such vacancy shall be filled by the originating unit. A reconvened session shall not count as a second meeting.

Section 6. Three (3) members of each standing committee shall serve as members of the corresponding National NAHRO standing committee: (1) the elected Vice-President who chairs each committee; (2) the Vice-Chairperson elected by each committee, and (3) a third person selected by the SWRC President from the membership of each committee. In the case that one of the three is unable to serve at the National level, the SWRC President shall select a qualified representative from the Committee to replace him/her. The policy covering absences in the National level shall be governed by the National NAHRO policy.

Section 7. The President shall have the power to appoint committees on any problem or activity that deserves particular study or action by the

Regional Council. Such committees shall be composed with minority representation and shall be fully representative of the range of housing interests and related community development interests, activities and administrative responsibilities found in the membership. Consultants in special fields may be asked to assist these committees when deemed necessary or proper by said committee and with the approval of the SWRC President. The SWRC President shall inform the Executive Committee of all committee appointments.

Section 8. Committee appointments, other than those to standing committees, shall terminate at the close of the Council year ending September 30, or at the conclusion of the Annual Convention of National NAHRO.

Section 9. The selection process for committee membership shall seek to provide a broad representation of all special interests of the membership, including but not limited to, commissioners, minorities and women.

Section 10. No person shall be eligible to serve on a standing committee who is not an associate or an allied individual member in good standing of the National Association.

ARTICLE IX

National Nominating Committee

Section 1. The President shall on odd-numbered years appoint two members of the Regional Council, at least one of whom shall be a minority or a woman, to serve on the National Nominating Committee to select the nominees for the office of President and Senior Vice-President of the National Association.

Section 2. The President shall notify the Executive Director of the National Association of his/her appointments not less than 140 days before the annual meeting of the National Association that is held on odd-numbered years.

ARTICLE X

Emergency Bylaws

Emergency Bylaws are a response to provide SWNAHRO (National Association of Housing and Redevelopment Officials) (National Association of Housing and Redevelopment Officials) consistent leadership in conducting the business of the association in times of government-declared emergencies and disasters ("Emergency"). In the face of circumstances related to declared emergencies and disaster declarations, SWNAHRO seeks to continue operations and normal activities, to the extent possible. Time-sensitive actions will need to be taken by SWNAHRO to continue operations and therefore the procedure in these Emergency Bylaws may be implemented.

Emergency By-Laws and Powers

Section 1: Unless the articles of incorporation provide otherwise, the Executive Board of SWNAHRO may adopt, amend, or repeal bylaws to be effective only during an emergency as described above. These Emergency Bylaws, which are subject to amendment or repeal by the members, provide special procedures necessary for managing SWNAHRO during these Emergencies including:

- a) How to call a meeting of the board
- b) Quorum requirements for the meeting and voting requirements of full membership
- c) Designation of additional or substitute officers and directors
- d) Allows for the board of directors to vote based on attendance ability and not quorum
- e) Expansion of term limits as needed for officers and directors of SWNAHRO

Section 2. All provisions of the regular bylaws consistent with the Emergency Bylaws remain effective during the Emergency. The Emergency Bylaws are not effective after the Emergency ends.

Section 3. SWNAHRO action taken in good faith in accordance with the Emergency Bylaws:

- a) Binds SWNAHRO
- b) May not be used to impose liability on a SWNAHRO Executive Board, officer, or agent.

Section 4. Emergency Powers

a. In anticipation of or during an Emergency, the Executive Board of SWNAHRO may:

1. Modify plans of succession and term limits to accommodate for an inability to serve of a director, officer, or agent as a result of the Emergency for which Emergency Powers are being enacted, and
2. Relocate the principal office, designate alternative principal or regional offices, or authorize the officer(s) to do so, and
3. Take time-sensitive actions deemed necessary to ensure the continuity of operations during the Emergency.

b) During an Emergency, the following may occur:

1. SWNAHRO will make good faith efforts to provide notice of a meeting to all board of directors and may be given in a practical manner, including by public notice and radio, social medial, email, or phone. Notice of a meeting of the Executive Board needs to be given only to those directors it is practical to reach.

2. One or more officers of SWNAHRO present at a meeting of the Executive Board may be deemed to be director for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

3. Action taken by SWNAHRO in good faith during an Emergency under this section to further the ordinary affairs of the association:

i. Binds SWNAHRO during the term of the Emergency,

ii. May not be used to impose liability on an Executive Board, officer, or agent of SWNAHRO.

c) SW NAHRO will make an effort to review, readopt, and ratify or amend actions taken under these Emergency Bylaws as necessary and in due course.

d) An Emergency exists for purposes of this section for as long as the declared emergency is in existence. Once the emergency is fully over these provisions immediately revert to standard SWNAHRO bylaw provisions.

ARTICLE XI

Amendment

Section 1. These By-Laws may be amended at a regular or special meeting of the membership, provided a quorum is present and voting and two-thirds of those voting vote affirmatively for the amendment (by mail ballot affirmatively voted on by a majority of those voting). Each Associate

and Allied Individual member shall be sent a copy of the proposed amendments with the notice of the meeting at which the amendments are to be voted. The Secretary shall send the meeting notice to each member not less than 30 days prior to the meeting date.

ARTICLE XII

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

AMENDED AND ADOPTED

Passed and adopted this 26 th day of August, 2005, and approved by the NAHRO Board of Governors at its Meeting in Chicago, 11, October 10, 2005

Passed and adopted this day of January 29, 2016, and approved by the NAHRO Board of Governors at its meeting in New Orleans, on October 14, 2016.

Passed and adopted this day of June 27, 2023, and approved by the NAHRO Board of Governors at its meeting in New Orleans, on October 6, 2023 .