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<td>PAHRA Capitol Conference</td>
<td>February 9-12, 2020</td>
<td>Harrisburg Hilton, Harrisburg, PA</td>
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<td>PAHRA-NAHRO Hill Advocacy Day</td>
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### 2021 CALENDAR OF EVENTS

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<td>February 7-10, 2021</td>
<td>Harrisburg Hilton, Harrisburg, PA</td>
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<td>PAHRA Annual Conference</td>
<td>September 19-22, 2021</td>
<td>Sheraton Station Square, Pittsburgh, PA</td>
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Phone: 570-488-6069 Fax: 570-488-6496
jtked@echoes.net

First Vice-President
Kelley Cevette, Executive Director
Tioga/Bradford County Housing & Redevelopment Authorities
112 Dorsett Heights, Mansfield, PA 16933
Phone: 570-638-2151 Fax: 570-638-2156
kcevette@tbhra.org

Second Vice-President
Daniel J. Kanuch, Executive Director
Johnstown Housing Authority
P.O. Box 419, Johnstown, PA 15907
Phone: 814-535-7771 Fax: 814-536-1768
djked@aol.com

Treasurer
Stephen Bucklew, Executive Director
McKeesport Housing Authority
2901 Brownlee Avenue, 2nd Floor, McKeesport, PA 15132
Phone: 412-673-6942 Fax: 412-673-1706
sbucklew@mckha.org

Secretary
Daniel Farrell, Executive Director
Allentown Housing Authority
1339 W. Allen Street, Allentown, PA 18102
Phone: 610-439-8678 Fax: 610-439-8884
dfarrell@allentownhousing.org

Executive Board Members

Danielle Powell, Executive Director
Wyoming County Housing & Redevelopment Authorities
133 SJ Bailey Road, Nicholson, PA 18446
Phone: 570-942-6155 Fax: 570-942-4379
director@wchrauth.com

Brian Yaworsky, Executive Director
Housing Authority of the County of Beaver
James F. Tress Administration Building, 300 State Avenue (Vanport), Beaver, PA 15009-1629
Phone: 724-775-1220 Fax: 724-775-8827
hacbby@comcast.net or byaworsky@beavercountyhousing.org
BOARD OF DIRECTORS (continued)

Board Members

Steven Fischer, Executive Director
Chester Housing Authority
1111 Avenue of the States, Chester, PA 19013
Phone: 610-904-1111 ext. 101  Fax: 610-876-0304
sfischer@chesterha.org

William Lisak, Executive Director
Housing Authority of the City of Pittston
500 Kennedy Boulevard, Infantino Towers, Pittston, PA 18640
Phone: 570-655-3707  Fax: 570-655-1464
pha@epix.net

Denise G. Miller, Executive Director
Snyder County Housing Authority
106 Drake Court, Middleburg, PA 17842
Phone: 570-837-3979  Fax: 570-837-0575
denise_g_miller@verizon.net

Tonya Mitchell-Weston, Chief Executive Officer
Housing Authority of the County of Warren
108 Oak Street, Warren, PA 16365
Phone: 814-723-2312  Fax: 814-726-9882
tonya.hacw@westpa.net

Kenneth Pick, Executive Director
Berks County Redevelopment Authority
606 Court Street, 3rd Floor, Reading, PA 19601
Phone: 610-478-6325  Fax: 610-478-6326
kpick@berksredevelop.org

Martha Robbins, Executive Director
Redevelopment Authority of the County of Monroe
701 Main Street, Suite 502, Stroudsburg, PA 18360
Phone: 570-421-4300  Fax: 570-420-9414
exdirector@monroecountyrda.org

Mark Yauger, Executive Director
Fayette County Housing Authority
624 Pittsburgh Road, Uniontown, PA 15401
Phone: 724-434-2134  Fax: 724-434-2420
myauger@faycha.org

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Carbondale Housing Authority
2 John Street, Carbondale, PA 18407
Phone: 570-282-0280  Fax: 570-282-5480
cha@echoes.net
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Phone: 717-232-6781 Fax: 717-233-8355
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Alec J. Stone 412.391.2523 ajstone@foxrothschild.com
Adam Diaz 412.394.5579 adiaz@foxrothschild.com
Sarah Winters 412.394.5576 swinters@foxrothschild.com
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Frank Aggazio, Executive Director, franka@achsng.com
Beverly Moore, Deputy Executive Director, bmoore@achsng.com
Richard Stephenson, CFP, rstephenson@achsng.com

Allentown Housing Authority
1339 W. Allen Street, Allentown, PA 18102
Phone: 610-439-8678   TDD: 610-439-1586   Fax: 610-439-8884
Website: www.allentownhousing.org
Daniel Farrell, Executive Director, dfarrell@allentownhousing.org

Altoona Housing Authority
2700 Pleasant Valley Boulevard, Altoona, PA 16602
Phone: 814-949-2000   Fax: 814-949-2025   Website: www.altoonahousing.org
Cheryl A. Johns, Executive Director, cheryl.johns@altoonahousing.org
Kim Palmer, Executive Secretary, kim.palmer@altoonahousing.org

Housing Authority of the County of Armstrong
350 South Jefferson Street Kittanning, PA 16201
Phone: 724-548-7671   Fax: 724-545-6406   Website: www.hacarmstrong.org
Marty Sutton, Executive Director, msutton@hacarmstrong.org
Joyce Schrecengost, Accountant, jschrecengost@hacarmstrong.org

Housing Authority of the County of Beaver
James F. Tress Administration Building, 300 State Avenue (Vanport), Beaver, PA 15009-1629
Phone: 724-775-1220   Fax: 724-775-8827   Website: www.beavercountyhousing.org
Brian Yaworsky, Executive Director, hacobby@comcast.net or byaworsky@beavercountyhousing.org
Kathryn Walter, Deputy Executive Director, kwalter@beavercountyhousing.org
Janice L. Lemmon, Administrative Assistant, jlemmon@beavercountyhousing.org
Steve Alger, Director of Housing Management, salger@beavercountyhousing.org
David Black, Maintenance Superintendent, dblack@beavercountyhousing.org

Berks County Housing Authority
1803 Butler Lane, Reading, PA 19606
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Tanya Nelson, Executive Director, tnelson@berksha.org
Bethlehem Housing Authority
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Phone: 610-865-8312    TDD: 610-865-8333    Fax: 610-865-8383
Website: www.bha645.homestead.com
Jay Schuster, Executive Director, jschuster@betha.com
Diana Moreno, Executive Secretary, dmoreno@betha.com
Mirella Snow, TS Supervisor, msnnow@betha.com
Curt Kichline, Director of Capital Improvements, ckichline@betha.com

Blair County Housing and Redevelopment Authorities
P.O. Box 167, Hollidaysburg, PA 16648
Phone: 814-695-7548    Fax: 814-695-5102
Beverly Pounds, Executive Director, bsp@cobrah.com
Linda Snyder, Section 8 Coordinator, lms@cobrah.com

Bucks County Housing Authority
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Phone: 215-348-9469    Fax: 215-348-7140    Website: www.buckscountyhousingauthority.org
Donald Grondahl, Executive Director, bcha@bucksha.net

Housing and Redevelopment Authorities of the County of Butler
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Phone: 724-287-6797    Fax: 724-287-7906    Website: www.housingauthority.com
Edward P. Mauk, CEO, ed@housingauthority.com
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General Emailbox, bcha@housingauthority.com

Carbon County Housing Authority
215 S. Third Street, Lehighton, PA 18235
Phone: 610-377-9375    Fax: 610-377-9397    Website: www.cchapa.org
Paula Fougeray, Executive Director, pmof@ptd.net
Cindy Finney, Deputy Executive Director, finneycindy@hotmail.com

Carbondale Housing Authority
2 John Street, Carbondale, PA 18407
Phone: 570-282-0280    Fax: 570-282-5480
Alicia Zazzera, Executive Director, cha@echoes.net

Centre County Housing Authority
602 E. Howard Street, Bellefonte, PA 16823
Phone: 814-355-6750    Fax: 814-355-6908    Website: www.centrecountypa.gov
Lori Haines, Executive Director, lhaines@centrecountyhousingauthority.com
Elizabeth McClintic, Director of Housing Management, bmcclintic@centrecountyhousingauthority.com
Chester Housing Authority  
1111 Avenue of the States, Chester, PA 19013  
Phone: 610-904-1111 x101  Fax: 610-901-1222  Website: www.chesterha.org  
Steven A. Fischer, Executive Director, sfischer@chesterha.org  
Quineice N. Harris, Executive Assistant, qharris@chesterha.org  

Housing Authority of the County of Chester  
30 W. Barnard Street, Suite 2, West Chester, PA 19382  
Phone: 610-436-9200  Fax: 610-436-9203  Website: www.haccnet.org  
Dale P. Gravett, Executive Director, dgravett@haccnet.org  
Debra D. Johnson, Director of Administration, djohnson@haccnet.org  

Clarion County Housing Authority  
Eight W. Main Street, Clarion, PA 16214  
Phone: 814-226-8910  Fax: 814-226-6039  Website: www.clarionhousing.com  
Penny Campbell, Executive Director, pennycampbell@clarionhousing.com  
General Emailbox: ccha@clarionhousing.com  

Clearfield County Housing Authority  
203 South Third Street, Clearfield, PA 16830  
Phone: 814-765-2485  Fax: 814-765-2487  
Sue Straw, Executive Director, sastraw@atlanticbb.net  
Kim Marsh, Accountant, kamarsh@atlanticbb.net  

Clinton County Housing Authority  
369 Linden Circle, Lock Haven, PA 17745  
Phone: 570-748-2954  Fax: 570-748-5358  Website: www.clintoncountyhousing.com  
Jeffrey E. Rich, Executive Director, jeff@clintoncountyhousing.com  
Anthony Condor, Property Manager, anthony@clintoncountyhousing.com  

Columbia County Housing and Redevelopment Authorities  
700 Sawmill Road, Suite 101, Bloomsburg, PA 17815  
Phone: 570-784-9373  Fax: 570-387-8806  Website: www.cchrapa.org  
Lori Gordner, Executive Director, lgordner@cchrapa.org  
Amanda Samsel, Section 8 Coordinator, asamsel@cchrapa.org  

Connellsville Housing Authority  
121 West Peach Street, Connellsville, PA 15425  
Phone: 724-628-4500 ext. 5  Fax: 724-628-2702  Website: www.chaofpa.com  
Carol L. Staines, Executive Director, cha252@cvzoom.net  
Ken Tetil, Property Manager, cha252@cvzoom.net
Cumberland County Housing and Redevelopment Authorities
114 N. Hanover Street, Carlisle, PA 17013
Phone: 717-249-0789 ext. 118 Fax: 717-249-4071 Website: www.cchra.com
Tim Whelan, Executive Director, twhelan@cchra.com
Chris Rafferty, Community Development Director, craferty@cchra.com
Cindy Martin, Housing Management Director, cmartin@cchra.com
Les Jumper, Maintenance and Construction Director, ljumper@cchra.com
Becky Shull, Housing Choice Voucher Director, bshull@cchra.com

Housing Authority of the County of Dauphin
501 Mohn Street, Steelton, PA 17113
Phone: 717-939-9301 Fax: 717-939-7947 Website: www.dauphinhousing.org
Leah Eppinger, AICP, Executive Director, leppinger@dauphinhousing.org

Delaware County Housing Authority
1855 Constitution Avenue, Woodlyn, PA 19094
Phone: 610-876-2521 Fax: 610-490-6246 Website: www.dcha1.org
Lawrence E. Hartley, Executive Director, leh@dcha1.org
Jacqueline E. Sop, Administrative Assistant, jem@dcha1.org

DuBois Housing Authority
21 E. Long Avenue, DuBois, PA 15801
Phone: 814-371-2290 TDD: 800-654-5984 Fax: 814-371-2733
Website: www.duboishousing.org
Rose M. Smith, Executive Director, duboisha@duboishousing.org
Kimberly S. Osman, Deputy Executive Director, duboisha@duboishousing.org

Housing Authority of the City of Easton
157 S. Fourth Street, P.O. Box 876, Easton, PA 18042
Phone: 610-258-0806 Fax: 610-258-7602
Gene Pambianchi, Executive Director, hace@eastonhousing.org
Caroline Whitmore, Administrative Officer, cwhitmore@eastonhousing.org

Elk County Housing Authority
424 Water Street, Johnsonburg, PA 15845
Phone: 814-965-2532 Fax: 814-965-5616
Penny Campbell, Acting Executive Director, echa@elkhousing.com
Amy Auman, Director of Housing Management, amy@elkhousing.com

Housing Authority of the City of Erie
606 Holland Street, Erie, PA 16501
Phone: 814-452-2425 Fax: 814-452-2429 Website: www.hace.org
Michael R. Fraley, Executive Director, mfraley@hace.org
Dusti L. Dennis, Deputy Executive Director, DennisD@hace.org
Erie County Housing Authority  
120 South Center Street, P.O. Box 38, Corry, PA 16407  
Phone: 814-665-5161  Fax: 814-664-7230  Website: www.eriecountyhousing.org  
Beverly Weaver, Executive Director, bweaver@eriecountyha.org  
Jarid Pettit, Controller, jpettit@eriecountyha.org

Fayette County Housing Authority  
624 Pittsburgh Road, Uniontown, PA 15401  
Phone: 724-434-2134  Fax: 724-434-2420  Website: www.faycha.org  
Mark Yauger, Executive Director, myauger@faycha.org  
Trudy Dinardo, Director of Human Resources, tad@faycha.org  
Andre Walters, Deputy Executive Director, awalter1@faycha.org  
Angela Carolla, Director of Mixed Finance Assets, angela@faycha.org  
Lora DiDominic, Director of Admissions and Assisted Housing, ldidomin@faycha.org  
Jennifer Hodge, Director of Finance, jhodge@faycha.org

Housing Authority of the City of Franklin  
1212 Chestnut Street, Franklin, PA 16323  
Phone: 814-432-3416  Fax: 814-432-5793  Website: www.franklinhousingpa.org  
Vanessa L. Rockovich, Executive Director, vrockovich@franklinhousingpa.org  
Robert J. Lowrie, Deputy Executive Director, rlowie@franklinhousingpa.org  
General Emailbox: hacf@usachoice.net

Franklin County Housing Authority  
436 W. Washington Street, Chambersburg, PA 17201  
Phone: 717-263-4200  Fax: 717-263-1329  Website: www.fcha.net  
Dr. Linda L. Thomas Worthy, Executive Director, lthomasworthy@fcha.net  
Lisa Bryan, Administrative Assistant, lbryan@fcha.net

Greene County Housing Authority  
102 School Drive, Waynesburg, PA 15370  
Phone: 724-627-6523  Fax: 724-627-6522  
Leslie DeFrancesco, Executive Director, ldefrancesco@windstream.net

Harrisburg Housing Authority  
351 Chestnut Street, 12th Floor, Harrisburg, PA 17101  
Phone: 717-232-6781  Fax: 717-233-8355  Website: www.harrisburghousing.org  
Senghor A. Manns, President / CEO, smanns@harrisburghousing.org  
Millie Williams, Executive Secretary, milliew@harrisburghousing.org  
General Emailbox: hha@harrisburghousing.org

Housing Authority of the City of Hazleton  
320 W. Mine Street, Hazleton, PA 18201  
Phone: 570-455-9503  Fax: 570-455-8553  Website: www.hazletonhousingauthority.com  
Dorothy George, Executive Director, wmine@ptd.net or edgeorge@ptd.net
Huntingdon County Housing Authority
100 Federal Drive, Mount Union, PA 17066
Phone: 814-542-2531  Fax: 814-542-8670
Dawn Sunderland, Executive Director, dawnmsun@huntingdon.net
Pamela Frehn, Deputy Director, pamelafre@huntingdon.net

Housing Authority of Indiana County
104 Philadelphia Street, Indiana, PA 15701
Phone: 724-463-4730  Fax: 724-463-4743 Website: www.housingauthority-indianacounty.com
Shannon Kundla, Executive Director, shannonkundla@haichousing.com
Sherri Tozer, Fiscal Director, sherritozer@haichousing.com

Jefferson County Housing Authority
201 N. Jefferson Street, Punxsutawney, PA 15767
Phone: 814-938-7140  Fax: 814-938-7333  Website: www.jeffcoha.com
Sandra L. McGuire, Executive Director, sandra@jeffcoha.com
Deb Shook, Deputy Executive Director, deputy@jeffcoha.com

Johnstown Housing Authority
Street Address: 501 Chestnut Street, Johnstown, PA 15906
Mailing Address: P.O. Box 419, Johnstown, PA 15907
Phone: 814-535-7771  Fax: 814-536-1768  Website: www.jhaonline.org
Daniel J. Kanuch, Executive Director, djked@aol.com
Beverly Sipes, Deputy Executive Director, bsipes@jhaonline.org

Housing Authority of the County of Lackawanna
2019 W. Pine Street, Dunmore, PA 18512
Phone: 570-342-7629  Fax: 570-558-1422  Website: www.hacl.org
Patrick Padula, Executive Director, ppadula@hacl.org
Johnnie Jackson, Deputy Executive Director, jjackson@hacl.org

Lancaster City Housing Authority
325 Church Street, Lancaster, PA 17602
Phone: 717-283-0416  Fax: 717-283-0417  Website: www.lchapa.com
Barbara J. Wilson, Executive Director, bwilson@lchapa.com
Beth A. Detz, Deputy Executive Director, bdetz@lchapa.com
Amy Kendall, HCV Coordinator, akendall@lchapa.com
Nathan Roach, Operations and Facilities Manager, nroach@lchapa.com

Lancaster County Housing and Redevelopment Authorities
28 Penn Square, Suite 200, Lancaster, PA 17603-4297
Phone: 717-394-0793 ext. 203  Fax: 717-394-7635  Website: www.lchra.com
Matthew Sternberg, Executive Director, msternberg@lchra.com
Aimee Tyson, Program Manager-Community & Human Services, atyson@lchra.com
Teresa Danforth, Tenant Services Director, tdanforth@lchra.com
Housing Authority of the County of Lawrence
481 Neshannock Avenue, P.O. Box 988, New Castle, PA 16103
Phone: 724-656-5100    Fax: 724-658-7140    Website: www.lawrencecountyha.com
Gene DiGennaro, Executive Director, gdigennaro@lawrencecountyha.com
Holly Girdwood, Comptroller, hrgirdwood@lawrencecountyha.com
Vincent Callahan, Section 8 Coordinator, vpcallahan@lawrencecountyha.com
General Emailbox: admin@lawrencecountyha.com

Housing Authority of the County of Lebanon
P.O. Box 420, Lebanon, PA 17042
Phone: 717-273-1630    Fax: 717-273-6950    Website: www.lebanoncountyhousing.com
Bryan D. Hoffman, Executive Director, bhoffman@lcha.com
Karen Raugh, Finance Director, kraugh@lcha.com

Lehigh County Housing and Redevelopment Authorities
635 Broad Street, Emmaus, PA 18049
Phone: 610-965-4514    Fax: 610-965-9820    Website: www.lehighcountyha.org
Daniel C. Beers, Executive Director, dan@lcha-vhdc.org
Christina Feiertag, Deputy Executive Director, chris@lcha-vhdc.org

Luzerne County Housing Authority
250 First Avenue, Kingston, PA 18704
Phone: 570-287-9661    Fax: 570-287-9088    Website: www.nepaha.org
Michael Molitoris, Executive Director, mmolo@luzctyha.org

Housing Authority of the County of Lycoming
1941 Lincoln Drive, Williamsport, PA 17701
Phone: 570-323-3755    Fax: 570-323-5230    Website: www.lycominghousing.org
Merilyn Severson, Executive Director, merilyn@lycominghousing.org

McKean County Redevelopment and Housing Authorities
415 West Main Street, P.O. Box 3366, Smethport, PA 16749
Phone: 814-887-5563    Fax: 814-887-2013    Website: www.mckeancountyhousing.com
Alcherrie Williams, Executive Director, aawilliams@mckeancountypa.org
Lee Alexander, Chief Operating Officer, lbaalexander@mckeancountypa.org
Patricia Fitzsimmons, Executive Administrator, pijfitzsimmons@mckeancountypa.org

McKeesport Housing Authority
2901 Brownlee Avenue, 2nd Floor, McKeesport, PA 15132
Phone: 412-673-6942    Fax: 412-673-1706    Website: www.mckha.org
Stephen Bucklew, Executive Director, sbucklew@mckha.org
Diane Raible, Deputy Executive Director, draible@mckha.org
Sharil Callahan, Section 8 Coordinator, scallahan@mckha.org
Ken Filotei, Modernization/Security, kfilotei@mckha.org
Joyce Vaughn, Fiscal Technician, jvaughn@mckha.org
Housing Authority of the City of Meadville
1120 Market Street, Meadville, PA 16335
Phone: 814-336-3177    Fax: 814-333-2833
William Thomas, Executive Director, bthomas@meadvillehsgauth.org

Mercer County Housing Authority
80 Jefferson Avenue, Sharon, PA 16146
Phone: 724-342-4000    Fax: 724-342-4029    Website: www.mercercountyhousingauthority.com
Holly Nogay, Executive Director, h.campbell@mchousing.net
Amber Wiand, Director of Housing Management, a.wiand@mchousing.net

Housing Authority of the County of Mifflin
141 S. Pine Road, Lewistown, PA 17044
Phone: 717-248-2624 ext. 16    Fax: 717-248-8328
Marcia Musser, Executive Director, marcia@mchousing.org

Housing Authority of Monroe County
1055 W. Main Street, Stroudsburg, PA 18360
Phone: 570-421-7770    Fax: 570-421-6958    Website: www.housingauthoritymonroecounty.org
Linda Kaufman, Executive Director, hamc@ptd.net
Joanne Bills, Deputy Executive Director
Ellen Talimci, Comptroller

Montgomery County Housing Authority
104 West Main Street, Suite 1, Norristown, PA 19401
Phone: 610-275-5720 ext. 315    Fax: 610-275-0889    Website: www.montcoha.org
Joel A. Johnson, Executive Director, joel.johnson@montcoha.org
Tara Short, tara.short@montcoha.org

Housing Authority of Montour County
One Beaver Place, Danville, PA 17821
Phone: 570-275-3640    Fax: 570-275-3615
Kristine Andreas, Executive Director, mocoha@ptd.net

Housing Authority of the City of Nanticoke
Park Towers, 1 E. Green Street, Nanticoke, PA 18634
Phone: 570-735-1110    Fax: 570-735-1111    Website: www.nanticokehousing.org
Ryan Verazin, Executive Director, rverazin@nanticokehousing.org

Northampton County Housing Authority
15 S. Wood Street #222, Nazareth, PA 18064
Phone: 610-759-8488    Fax: 610-759-8451    Website: www.northamptoncountyha.org
Daniel C. Beers, Executive Director, dan@lcha-vhdc.org
Christina Feiertag, Deputy Executive Director, chris@lcha-vhdc.org
Housing Authority of Northumberland County
50 Mahoning Street, Milton, PA 17847
Phone: 570-742-8797    Fax: 570-742-4701    Website: [www.nchahousing.org](http://www.nchahousing.org)
Edward Christiano, Executive Director, ed_christiano@hotmail.com
Pat Mack, Deputy Executive Director, pamack@hotmail.com

Oil City Housing Authority
Moran Towers, 110 Moran Street, Oil City, PA 16301
Phone: 814-676-5764    Fax: 814-677-5901    Website: [www.oilcityhousing.org](http://www.oilcityhousing.org)
Gretchen Johnson, Executive Director, gjohnson@oilcityhousing.com
General Emailbox: info@oilcityhousing.com

Philadelphia Housing Authority
Executive Office, 2013 Ridge Avenue, Philadelphia, PA 19121
Kelvin Jeremiah, President and CEO, kelvin.jeremiah@pha.phila.gov
Annie Cheng, Chief of Staff, annie.cheng@pha.phila.gov

Housing Authority of the City of Pittsburgh
200 Ross Street, 9th Floor, Pittsburgh, PA 15219
Phone: 412-456-5012    Fax: 412-456-5068    Website: [www.hacp.org](http://www.hacp.org)
Caster Binion, Executive Director, caster.binion@hacp.org

Housing Authority of the City of Pittston
500 Kennedy Boulevard, Infantino Towers, Pittston, PA 18640
Phone: 570-655-3707    Fax: 570-655-1464
William Lisak, Executive Director, pha@epix.net

Potter County Housing and Redevelopment Authorities
109 Market Street, Coudersport, PA 16915
Phone: 814-274-7031    Fax: 814-274-0738    Website: [www.pottercountyhousing.com](http://www.pottercountyhousing.com)
John A. Wright, Executive Director, pcha@zitomedia.net
Richard Duzick, Deputy Director, pcha1@zitomedia.net

Pottsville Housing Authority
410 Laurel Boulevard, Pottsville, PA 17901
Phone: 570-628-2702    Fax: 570-628-5910    Website: [www.pottsvillehousing.net](http://www.pottsvillehousing.net)
Craig Shields, Executive Director, csls@pottsvillehousing.net
Jody Dunnigan, Deputy Director, jdunnigan@pottsvillehousing.net
Reading Housing Authority
400 Hancock Boulevard, Reading, PA 19611
Phone: 610-775-4813  Fax: 610-775-5965  Website: www.readingha.org
Stacey J. Keppen, Executive Director, skeppen@readingha.org
Josh Smith, Director of Programs, jsmith@readingha.org
Dave Talarico, Director of Facilities, dtalarico@readingha.org
Tom Stianche, Voucher Programs Manager, tstianche@readingha.org
Jack Knockstead, Resident Services Manager, jknockstead@readingha.org
Jon Runkle, Foreman, Administrative Services, jrunkle@readingha.org

Schuylkill County Housing Authority
245 Parkway, Schuylkill Haven, PA 17972
Phone: 570-385-3400  Fax: 570-385-7695  Website: www.schcoha.org
Thomas Hale, Executive Director, thale@schcoha.org
Le-Ann Techentine, Deputy Executive Director, ltechentin@schcoha.org

Scranton Housing Authority
400 Adams Avenue, Scranton, PA 18510
Phone: 570-348-4400  Fax: 570-348-4442
Gary Pelucacci, Executive Director, garyp@scrantonhousing.net
Ann Frye, Executive Assistant, annf@scrantonhousing.net

Housing Authority of the City of Shamokin
1 East Independence Street, Shamokin, PA 17872
Phone: 570-644-0431  Fax: 570-644-9193
Ronald Miller, Executive Director, sha2@ptd.net
Susan Pinamonti, Administrative Assistant, sha2@ptd.net

Snyder County Housing Authority
106 Drake Court, Middleburg, PA 17842
Phone: 570-837-3979  Fax: 570-837-0575
Denise G. Miller, Executive Director, denise_g_miller@verizon.net

Housing Authority of Somerset County
350 Garrett Avenue, Box 38, Boswell, PA 15531
Phone: 814-629-5147  Fax: 814-629-7394
Frederick Skerl, Executive Director, foskerl@comcast.net
Sue Thomas, Administrative Officer, keyser1952@comcast.net
Gail Charlton, Section 8 Coordinator, gcharlton2@comcast.net
Sullivan County Housing Authority
Street Address: 245 Muncy Street, Laporte, PA 18626
Mailing Address: P.O. Box 157, Laporte, PA 18626
Phone: 570-946-7677  Fax: 570-946-4421
Website: www.sullivancounty-pa.us/offices/housing-authority
Mark Roinick, Director, mroinick@sullivancounty-pa.us

Sunbury Housing Authority
705 Market Street, P.O. Box 458, Sunbury, PA 17801
Phone: 570-286-8563  Fax: 570-286-4721
Tressa Downs, Executive Director, shousing@ptd.net

Susquehanna County Housing and Redevelopment Authorities
33 Public Avenue, Montrose, PA 18801
Phone: 570-278-4096  Fax: 570-278-1123
Karen Allen, Executive Director, schra@epix.net

Tioga/Bradford County Housing and Redevelopment Authorities
112 Dorsett Heights, Mansfield, PA 16933
Phone: 570-638-2151  Fax: 570-638-2156  Website: www.tbhra.org
Kelley L. Cevette, Executive Director, kcevette@tbhra.org
Sean Sember, Deputy Executive Director, ssemble@tbhra.org

Titusville Housing Authority
217 E. Central Avenue Suite 107 Central Towers Titusville, PA 16354
Phone: 814-827-7676  Fax: 814-827-4847  Website: www.titusvillehousing.com
Alexa E. Vroman, Executive Director, avroman@titusvillehousing.com
Patricia Barker, Deputy Executive Director, pbarker@titusvillehousing.com
General Emailbox: tha@csonline.net

Housing and Redevelopment Authorities of the County of Union
1610 Industrial Boulevard, Suite 400, Lewisburg, PA 17837
Phone: 570-522-1300  Fax: 570-522-1329  Website: www.unioncountyhousingauthority.org
Bruce L. Quigley, Executive Director, b.quigley@unioncountyhousingauthority.org
Sharon Leon, Deputy Executive Director, s.leon@unioncountyhousingauthority.org

Housing Authority of the County of Warren
108 Oak Street, Warren, PA 16365
Phone: 814-723-2312  Fax: 814-726-9882  Website: www.warrenhousingpa.com
Tonya Mitchell-Weston, Chief Executive Officer, tonya.hacw@westpa.net
Linda Abbott, Director of Housing Programs, linda.hacw@westpa.net
Washington County Housing Authority
100 Crumrine Tower, Franklin Street, Washington, PA 15301-6995
Phone: 724-228-6060    Fax: 724-228-6089    Website: www.wchapa.org
Stephen Hall, Executive Director, wcha@wchapa.org
Stan Shook, Comptroller, stans@wchapa.org

Wayne County Housing Authority
P.O. Box Z, Waymart, PA 18472
Phone: 570-488-6069    Fax: 570-488-6496    Website: www.wchahousing.com
Joseph T. Kohut, Executive Director, jlked@echoes.net
Joe Blaskiewicz, Accountant, joeb@wchahousing.com
General Emailbox: wcha@wchahousing.com

Westmoreland County Housing Authority
167 South Greengate Road, Greensburg, PA 15601
Phone: 724-832-7248    Fax: 724-836-0988    Website: www.wchaonline.com
Michael L. Washowich, Executive Director, mikew@wchaonline.com
Mark Swetz, Comptroller, marks@wchaonline.com
Erik Spiegel, Director of A&E, eriks@wchaonline.com
Jim Kirschner, Asset Manager, jamesk@wchaonline.com

Wilkes-Barre Housing Authority
50 Lincoln Plaza, Wilkes-Barre, PA 18702
Phone: 570-825-6657    Fax: 570-825-0395    Website: www.wbhousing.org
Judith Kosloski, Executive Director, jkosloski@wbhousing.org
Joseph Pirillo, Deputy Executive Director, jpirillo@wbhousing.org
Linda Evans, Administrative Officer, levans@wbhousing.org
JoAnn Bachkosky, Tenant Selection Coordinator, jbachkosky@wbhousing.org
Brian Swartwood, Section 8 Coordinator, bswartwood@wbhousing.org

Wyoming County Housing and Redevelopment Authorities
133 SJ Bailey Road, Nicholson, PA 18446
Phone: 570-942-6155    Fax: 570-942-4379
Danielle Powell, Executive Director, director@wchrauth.com

York Housing Authority
31 S. Broad Street, York PA 17403
Phone: 717-845-2601 ext. 1128    Fax: 717-845-9251    Website: www.yorkhousingauthority.com
Regina Mitchell, Executive Director, rmitchell@yorkhousing.org
Sandy Rushton, Administrative Officer, srushton@yorkhousing.org
Kathleen Amorosi, Executive Secretary, kamorosi@yorkhousing.org
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Redevelopment Authority of Beaver County
Beaver County Courthouse, 810 Third Street, Beaver, PA 15009
Phone: 724-770-4422   Fax: 724-775-3915
Lance Grable, Executive Director, lgrable@beavercountypa.gov
Dan Distler, Environmental Planner / Redevelopment Specialist, ddistler@beavercountypa.gov

Berk County Redevelopment Authority
606 Court Street, 3rd Floor, Reading, PA 19601
Phone: 610-478-6325   Fax: 610-478-6326   Website: www.co.berks.pa.us
Kenneth Pick, Executive Director, kpick@berksredevelop.org
Kathy Miller, Fiscal Officer, kmiller@berksredevelop.org

Redevelopment Authority of the City of Bethlehem
10 East Church Street, Bethlehem, PA 18018
Phone: 610-997-7634   Fax: 610-865-7330   Website: www.BethlehemRDA.com
Tony Hanna, Executive Director, thanna@bethlehem-pa.gov
Heather Bambu-Weiss, Administrative Coordinator, hbambu@bethlehem-pa.gov

Blair County Housing and Redevelopment Authorities
P.O. Box 167, Hollidaysburg, PA 16648
Phone: 814-695-7548   Fax: 814-695-5102
Beverly Pounds, Executive Director, bsp@cobrah.com
Linda Snyder, Section 8 Coordinator, lms@cobrah.com

Redevelopment Authority of the County of Bucks
216 Pond Street, Bristol, PA 19007
Phone: 215-781-8711   Fax: 215-781-8716   Website: www.bcrda.com
Jeff Dawrak, Executive Director, jeff@bcrda.com
Joe Hogan, Program Administrator, joeh@bcrda.com

Housing and Redevelopment Authorities of the County of Butler
114 Woody Drive, Butler, PA 16001
Phone: 724-287-6797   Fax: 724-287-7906   Website: www.housingauthority.com
Edward P. Mauk, CEO, ed@housingauthority.com
Karen Druschel, Executive Secretary, karend@housingauthority.com
General Emailbox: bcha@housingauthority.com

Redevelopment Authority of the City of Butler
129 West Cunningham Street, Butler, PA 16001
Phone: 724-283-0116   Fax: 724-283-2522   Website: www.RedevelopmentAuthorityCityofButler.net
Veronica Walker, Acting Executive Director, racb@zoominternet.net
Art Cordwell, Rehabilitation Inspector, acordwell@zominternet.net
Cambria County Redevelopment Authority
401 Candlelight Drive, Suite 209, Ebensburg, PA 15931
Phone: 814-472-6711    Fax: 814-471-0466
Renee K. Daly, Executive Director, rdaly@co.cambria.pa.us
Debra Lockard, Financial Specialist, dlockard@co.cambria.pa.us

Columbia County Housing and Redevelopment Authorities
700 Sawmill Road, Suite 101, Bloomsburg, PA 17815
Phone: 570-784-9373    Fax: 570-387-8806    Website: www.cchrpa.org
Lori Gordner, Executive Director, lgordner@cchrpa.org
Amanda Samsel, Section 8 Coordinator, asamsel@cchrpa.org

Cumberland County Housing and Redevelopment Authorities
114 N. Hanover Street, Carlisle, PA 17013
Phone: 717-249-0789 ext. 118    Fax: 717-249-4071    Website: www.cchra.com
Tim Whelan, Executive Director, twhelan@cchra.com
Chris Rafferty, Community Development Director, crafferty@cchra.com
Cindy Martin, Housing Management Director, cmartin@cchra.com
Les Jumper, Maintenance and Construction Director, ljumper@cchra.com
Becky Shull, Housing Choice Voucher Director, bshull@cchra.com

Dauphin County Redevelopment Authority
112 Market Street, 7th Floor, Harrisburg, PA 17101
Phone: 717-780-6250    Fax: 717-780-6258    Website: www.dauphincounty.org
George H. Connor, Executive Director, gconnor@dauphinc.org
Allison Trostle, Administrative Assistant, atrostle@dauphinc.org

Redevelopment Authority of the City of Easton
123 South Third Street, Easton, PA 18042
Phone: 610-250-6770    Fax: 610-250-6789    Website: www.easton-pa.gov
John Kingsley, Director, Dept. of Community & Economic Development, jkingsley@easton-pa.gov
Shaquera Martindale, Deputy Director, smartindale@easton-pa.gov
Lisa Borick, Housing Project Manager, lborick@rda.easton-pa.gov

Redevelopment Authority of the City of Erie
626 State Street, Room 107, Erie, PA 16501
Phone: 814-870-1540    Fax: 814-870-1331    Website: www.redeveloperie.org
Scott Henry, Executive Director, shenry@redeveloperie.org

Redevelopment Authority of the County of Fayette
86 West Main Street, Uniontown, PA 15401
Phone: 724-437-1547    Fax: 724-437-0731    Website: www.racfpa.org
Andrew P. French, Executive Director, afrench@racfpa.org
Beryl Geller, Finance Officer, bgeller@racfpa.org
Redevelopment Authority of the County of Greene
49 South Washington Street, Fort Jackson Building, Waynesburg, PA 15370
Phone: 724-852-5306    Fax: 724-852-5309    Website: www.co.greene.pa.us
Dave Calvario, Executive Director, dcalvario@co.greene.pa.us

Johnstown Redevelopment Authority
416 Main Street, Suite 200, Johnstown, PA 15901
Phone: 814-535-6564    Fax: 814-535-6567    Website: www.johnstown-redevelopment.org
Melissa Komar, Executive Director, mkomar@johnstown-redevelopment.org
Michelle M. Cheche, Property Manager, mcheche@johnstown-redevelopment.org

Lancaster County Housing and Redevelopment Authorities
28 Penn Square, Suite 200, Lancaster, PA 17603
Phone: 717-394-0793 ext. 203    Fax: 717-394-7635    Website: www.lchra.com
Matthew Sternberg, Executive Director, msternberg@lchra.com
Aimee Tyson, Program Mgr. – Community and Human Services, atyson@lchra.com
Teresa Danforth, Tenant Services Director, tdanforth@lchra.com

Redevelopment Authority of Lawrence County
430 Court Street, New Castle, PA 16101
Phone: 724-656-2144    Fax: 724-656-2151    Website: www.co.lawrence.pa.us
Amy McKinney, Director, Planning & Community Development, amckinney@co.lawrence.pa.us

Redevelopment Authority of the County of Lebanon
39 North 12th Street, Lebanon, PA 17046
Phone: 717-273-9326    Fax: 717-273-9936
Elizabeth Bowman, Executive Director, ebowman@lebanoncountyredevelopment.com

County of Lehigh Redevelopment Authority
17 S. 7th Street, Allentown, PA 18101
Phone: 610-782-3809    Fax: 610-871-2893    Website: www.lehighcounty.org
Virginia Haas, Community Revitalization & Development Manager, virginiahaas@lehighcounty.org
Frank Kane, Director, Community and Economic Development, frankkane@lehighcounty.org

Lehigh County Housing and Redevelopment Authorities
635 Broad Street, Emmaus, PA 18049
Phone: 610-965-4514    Fax: 610-965-9820    Website: www.lehighcountyha.org
Daniel C. Beers, Executive Director, dan@lcha-vhdc.org
Christina Feiertag, Deputy Executive Director, chris@lcha-vhdc.org

Redevelopment Authority of Luzerne County
16 Luzerne Avenue, Suite 210, West Pittston, PA 18643
Phone: 570-655-3329    Fax: 570-655-3287    Website: www.luzernecountyredevelopment.org
Andrew D. Reilly, Executive Director, andy.reilly@luzernecounty.org
Margaret Thomas, Projects Manager, margie.thomas@lcredauth.org
McKean County Redevelopment and Housing Authorities
415 West Main Street, P.O. Box 3366, Smethport, PA 16749
Phone: 814-887-5563    Fax: 814-887-2013    Website: www.mckeancountyhousing.com

Alcherrie Williams, Executive Director, aawilliams@mckeancountypa.org
Lee Alexander, Chief Operation Officer, ibalexander@mckeancountypa.org
Patricia Fitzsimmons, Executive Administrator, pffitzsimmons@mckeancountypa.org

Redevelopment Authority of the City of Meadville
894 Diamond Park, Suite 201, Meadville, PA 16335
Phone: 814-337-8200    Fax: 814-337-7257    Website: www.cityofmeadville.org
Maryann Menanno, Director of Community Development, mmenanno@cityofmeadville.org

Redevelopment Authority of the County of Monroe
701 Main Street, Suite 502, Stroudsburg, PA 18360
Phone: 570-421-4300    Fax: 570-420-9414
Martha Robbins, Executive Director, exdirector@monroecountyrda.org

Redevelopment Authority of Montgomery County
104 W. Main Street, Suite 2, Norristown, PA 19401
Phone: 610-275-5300    Fax: 610-275-5145    Website: www.montcopa.org
John “Jerry” Nugent, Executive Director, jnugent@montcopa.org
Pamela Finegan, Deputy Director, pfinegan@montcopa.org

Redevelopment Authority of the City of New Kensington
901 Fifth Avenue, Suite 300, New Kensington, PA 15068
Phone: 724-337-3525    Fax: 724-337-7131    Website: www.newkenredev.org
Sarah Snider, MBA, Executive Director, ssnider@newkendevdevelopment@gmail.com
Kim Lawther, Project Assistant, klawther.newkendev@gmail.com

Philadelphia Housing Development Corp. (formerly Philadelphia Redevelopment Authority)
1234 Market Street, 16th Floor, Philadelphia, PA 19107
Phone: 215-448-3080    Fax: 215-448-3149    Website: https://phdcphila.org
David Thomas, President & CEO, dave.thomas@phdc.phila.gov
Gregory Heller, Senior Vice-President of Community Investment, gregory.heller@phdc.phila.gov
Darci Bauer, Director of Housing Finance, darci.bauer@phdc.phila.gov

Redevelopment Authority of the City of Pittston
City Hall, 35 Broad Street, Suite 202, Pittston, PA 18640
Phone: 570-654-4601    Fax: 570-602-9261
Website: www.pittstoncity.org/pittston-city-boards-commissions/pittston-city-redevelopment-authority/
Joseph Chacke, Executive Director, jchacke@pittstonrda.com
Mary Kuna, CEcD, Deputy Executive Director, mkuna@pittstonrda.com
Potter County Housing and Redevelopment Authorities
109 Market Street, Coudersport, PA 16915
Phone: 814-274-7031 Fax: 814-274-0738 Website: www.pottercountyhousing.com
John A. Wright, Executive Director, pcha@zitomedia.net
Richard Duzick, Deputy Director, pcha1@zitomedia.net

Reading Redevelopment Authority
815 Washington Street, City Hall, Suite 2-53, Reading, PA 19601
Phone: 610-655-6025 Fax: 610-655-6177 Website: www.readingredevelopmentauthority.org
Adam Mukerji, Executive Director, adam.mukerji@readingpa.org
Dennis Witwer, Executive Assistant, denniswitwer@readingpa.org

Redevelopment Authority of Somerset County
300 N. Center Avenue, Suite 520, Somerset, PA 15501
Phone: 814-443-2780 Fax: 814-445-4570 Website: www.somersetredevelopment.org
Steven Spochart, Executive Director, steve@somersetredevelopment.org
Patricia A. Adamczyk, Executive Asst./Compliance Officer, patty@somersetredevelopment.org

Susquehanna County Housing and Redevelopment Authorities
33 Public Avenue, Montrose, PA 18801
Phone: 570-278-4096 Fax: 570-278-1123
Karen Allen, Executive Director, schra@epix.net

Tioga/Bradford County Housing and Redevelopment Authorities
112 Dorsett Heights, Mansfield, PA 16933
Phone: 570-638-2151 Fax: 570-638-2156 Website: www.tbhra.org
Kelley L. Cevette, Executive Director, kcevette@tbhra.org
Sean Sember, Deputy Executive Director, ssembly@tbhra.org

Titusville Redevelopment Authority / Titusville Community Development Agencies
110 West Spring Street, P.O. Box 425, Titusville, PA 16354
Phone: 814-827-3668 Fax: 814-827-2696 Website: www.tcd.org
Lorraine Baker, Executive Director, lbaker@tdca.org
Renea Howe, Executive Assistant, rih@tdca.org

Housing and Redevelopment Authorities of the County of Union
1610 Industrial Boulevard, Suite 400, Lewisburg, PA 17837
Phone: 570-522-1300 Fax: 570-522-1329 Website: www.unioncountyhousingauthority.org
Bruce L. Quigley, Executive Director, b.quigley@unioncountyhousingauthority.org
Sharon Leon, Deputy Executive Director, s.leon@unioncountyhousingauthority.org

Redevelopment Authority of the City of Uniontown
20 North Gallatin Avenue, Suite 216, Uniontown, PA 15401
Phone: 724-438-7968 Fax:724-438-7960 Website: www.uniontownredevelopment.com
Mark E. Rafail, Executive Director, director@uniontownredevelopment.com
Redevelopment Authority of the County of Washington
100 West Beau Street, Suite 603, Washington, PA 15301
Phone: 724-228-6875    Fax: 724-228-6829    Website: www.racw.net
William McGowen, Executive Director, bill.mcgowen@racw.net
James R. Hott, Senior Housing Director, jim.hott@racw.net
Nelia Cook, Assistant Housing Director, nelia.cook@racw.net

Redevelopment Authority of the County of Wayne
Wayne/Pike County Weatherization Program
355 Beach Lake Hwy., Honesdale, PA 18431
Phone: 570-253-4882    Website: http://waynecountyra.wixsite.com/wcra
Email: waynecountyra@gmail.com (redevelopment); waynepikewx@gmail.com (weatherization)
Robbin Morgan, Director
Lori Hiller, Financial Officer

Redevelopment Authority of the County of Westmoreland
5th Floor, Suite 520, 40 North Pennsylvania Avenue, Greensburg, PA 15601
Phone: 724-830-3050    Fax: 724 830-3062    Website: www.westmorelandredevelopment.com
Donna Holdorf, Board Chair, nationalroad@gmail.com

Wyoming County Housing and Redevelopment Authorities
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Danielle Powell, Executive Director, director@wchrauth.com

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Craig Shields, CraigShields1@me.com

City of Bradford, Office of Economic and Community Development
20 Russell Boulevard, P.O. Box 490, Bradford, PA 16701
Phone: 814-368-7170  Fax: 814-368-6894  Website: www.bradfordpa.org
Sara Andrews, Director, sandrews@bradfordpa.org

Carbon County Office of Planning and Development
76 Susquehanna Street, P.O. Box 210 Jim Thorpe, PA 18229
Phone: 570-325-3671 ext. 3654  Fax: 570-325-3303  Website: www.carboncounty.com
David Bodnar, Director, davidbodnar@carboncounty.net
Kathy Reigel, Administrative Assistant, kathyreigel@carboncounty.net

Housing Alliance of Pennsylvania
309 Florence Avenue, 914 N, Jenkintown, PA 19046
Phone: 215-576-7044  Fax: 215-887-8638  Website: www.housingalliancepa.org
Phyllis Chamberlain, Executive Director, phyllis@housingalliancepa.org
Levana Layendecker, Deputy Director, levana@housingalliancepa.org
General Emailbox: info@housingalliancepa.org

Housing Development Corporation of Northumberland County
420 W. Seventh Street, Mt. Carmel, PA 17851
Phone: 570-338-5844  Fax: 570-339-0435
Edward Christiano, ed_christiano@hotmail.com
Pat Mack, pamack@hotmail.com

Housing Opportunities of Beaver County, Inc.
282 East End Avenue, Beaver, PA 15009
Phone: 724-728-7511  Fax: 724-728-7202  Website: www.hobcinfo.org
Kevin Campanaro, Executive Director, kcampanaro@hobcinfo.org
Frank Wilson, Director, fwilson@hobcinfo.org

Indiana County Office of Planning and Development
Redevelopment Authority of Indiana County
801 Water Street, Indiana, PA 15701
Phone: 724-465-3870  Fax: 724-465-3150  Website: www.icopd.org
LuAnn Zak, Assistant Director, lzak@ceo.co.indiana.pa.us
Byron G. Stauffer, Jr., Executive Director, byronjr@ceo.co.indiana.pa.us
David A. Morrow, Deputy Director, Community Development & Housing, morrow@ceo.co.indiana.pa.us
Christina Coleman, Community Development Analyst, tcoleman@ceo.co.indiana.pa.us
Tim Pittman, Housing Technician IV, tpittman@ceo.co.indiana.pa.us
Lackawanna County Office of Planning and Economic Development
123 Wyoming Avenue, 5th Floor, Scranton, PA 18503
Phone: 570-963-6830   Fax: 570-963-6364   Website: www.lackawannacounty.org
Brenda Sacco, Director, sacob@lackawannacounty.org

Lawrence County Community Action Partnership
241 W. Grant Street New Castle, PA 16101
Phone: 724-658-7258   Fax: 724-657-3619   Website: www.lccap.org
Thomas Scott, CEO, tscott@lccap.org
Jennifer Elliott, Special Assistant to CEO, je Elliott@lccap.org
Michael Hughes, Healthy Homes Coordinator, m Hughes@lccap.org

Luzerne County Community Development
54 West Union Street, Wilkes-Barre, PA 18711
Phone: 570-824-7214   Fax: 570-829-2910   Website: www.luzernecounty.org
Andrew D. Reilly, Executive Director, andyr eilly@luzernecounty.org
Cathy Hilsher, Deputy Fiscal Director, cathy.hilsher@luzernecounty.org

City of New Castle
230 North Jefferson Street, New Castle, PA 16101
Phone: 724-656-3505   Fax: 724-656-3503   Website: www.newcastlepa.org
Tamara Gibson, Community Development Coordinator, t gibbon@newcastlepa.org

Pennsylvania Downtown Center, Inc.
1230 N. Third Street, Harrisburg, PA 17102
Phone: 717-233-4675   Fax: 717-233-4690   Website: www.padowntown.org
Maria Wherley, Network Relations & Conference Coordinator, maria wherley@padowntown.org
Bill Fontana, Director of Strategic Planning Initiatives, bill fontana@padowntown.org

Pennsylvania Housing Finance Agency (PHFA)

Main Office: 211 North Front Street, P.O. Box 8029, Harrisburg, PA 17105-8029
Phone: 717-780-3800   Fax: 717-780-4026   Website: www.PHFA.org
Brian A. Hudson, Sr., Executive Director and CEO, bhudson@phfa.org
Leonidas Pandeladis, Deputy Executive Director and Chief Counsel, lpandeladis@phfa.org

Pittsburgh Office: 2275 Swallow Hill Road, Building 200, Pittsburgh, PA 15220-1666
Phone: 412-429-2842
Ali Tomich, Director of Western Region, atomich@phfa.org

Norristown Office: 104 West Main Street, Suite #3, 2nd Floor, Norristown, PA 19401-4738
Phone: 610-270-1999
Jay Hausher, Director of Eastern Region, jhausher@phfa.org

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General Emailbox: informationresources@phfa.org
Philadelphia Housing Development Corp. (formerly Philadelphia Redevelopment Authority)
1234 Market Street, 16th Floor, Philadelphia, PA 19107
Phone: 215-448-3080 Fax: 215-448-3149 Website: https://phdcphila.org
David Thomas, President & CEO, dave.thomas@phdc.phila.gov
Gregory Heller, Senior Vice-President of Community Investment, gregory.heller@phdc.phila.gov
Darci Bauer, Director of Housing Finance, darci.bauer@phdc.phila.gov

Rush Township
104 Mahanoy Avenue, Tamaqua, PA 18252
Phone: 570-668-2938 Fax: 570-668-3129 Website: www.rushtownship.org
Shawn Gilbert, Chair, Board of Supervisors
Debbie DelFranco, Secretary-Treasurer, treasurer@rushtownship.org

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Liz Kanche, Director, Employee Wellness Programs, lhkanche@american-healthcare.net
Additional Websites: www.farmtotablepa.com www.pathwayswellnessprogram.com
American Property Consultants, Inc.
5901 Hillside Road, St. Leonard, MD 20685
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Brian Routhieaux, Energy Consultant, brian@chrislynnenergy.com
August Ward, Energy Consultant, august@chrislynnenergy.com
General Emailbox: info@chrislynnenergy.com

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James W. Creenan, Attorney, jcreenan@cbattorneys.com

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Maria Wherley, Network Relations & Conference Coordinator, mariawherley@padowntown.org
Bill Fontana, Director of Strategic Planning Initiatives, billfontana@padowntown.org

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Brian A. Hudson, Sr., Executive Director and CEO, bhudson@phfa.org
Leonidas Pandelidis, Deputy Executive Director and Chief Counsel, lpandeladis@phfa.org

Pittsburgh Office: 2275 Swallow Hill Road, Building 200, Pittsburgh, PA 15220-1666
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Ali Tomich, Director of Western Region, atomich@phfa.org

Norristown Office: 104 West Main Street, Suite #3, 2nd Floor, Norristown, PA 19401-4738
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Customer Service: PAWebmanager@hud.gov Website: www.hud.gov

Office of the Regional Administrator
Joseph J. DeFelice, Regional Administrator, joseph.j.defelice@hud.gov
215-656-0600

Phillip Tormetter, Special Assistant to the Regional Administrator, phillip.t.trometter@hud.gov
215-430-6623

Jane E. Miller, Acting Deputy Regional Administrator, jane.e.miller@hud.gov
215-861-6621

Elvis Solivan, Regional Senior Advisor, elvis.solivan1@hud.gov
215-861-7565

Nika V. Edwards, Regional Public Affairs Officer, nika.v.edwards@hud.gov
215-430-6622

Lisa A. Wolfe, Regional Public Affairs Officer, lisa.a.wolfe@hud.gov
215-430-6640

K. Lyn Kirshenbaum, Senior Management Analyst, k.lyn.kirshenbaum@hud.gov
215-430-6695

Brandon R. Porinchak, Senior Management Analyst, brandon.r.porinchak@hud.gov
215-430-6624

Sheppard (Van) Williams, Senior Management Analyst, sheppard.v.william@hud.gov
215-430-6628

Lisa Nowinski, Management Analyst, lisa.k.nowinski@hud.gov
215-430-6641

Shana Robinson, Executive Secretary, shana.robinson@hud.gov
215-430-6632
U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT

Philadelphia Regional Office – Region III

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Phone: 215-656-0500    TTY: 800-877-8339    Fax: 215-656-3424

Monica A. Hawkins, MBA, Director, monica.a.hawkins@hud.gov
215-861-7593

Ashley Couture, Program Analyst, ashley.n.couture@hud.gov
215-861-7606

Division A:

Ivan Chavez, Engineer, ivan.a.chavez@hud.gov
215-861-7597

Division B:

Judith Axler, Division Director, judith.r.axler@hud.gov
215-861-7604

215-861-7682

Damien Allen, Portfolio Management Specialist, damien.c.allen@hud.gov
215-861-7681

Lynn Cox, Portfolio Management Specialist, lynn.cox@hud.gov
215-861-7598

Trina Martin, Portfolio Management Specialist, trina.a.martin@hud.gov
215-861-7607

William Santiago, Portfolio Management Specialist, william.santiago@hud.gov
215-861-7608

Martina Washington, Portfolio Management Specialist, martina.b.washington@hud.gov
215-861-7602

Edward Williams, Portfolio Management Specialist, edward.l.williams@hud.gov
215-861-7609

Deanda Wilson, Portfolio Management Specialist, deanda.l.wilson@hud.gov
215-861-7612

Eugenia Beale, Quality Assurance Specialist, eugenia.y.beale@hud.gov
215-861-7601

Theresa Triolo, Quality Assurance Specialist, theresa.a.triolo@hud.gov
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Nadab O. Bynum, Director, nadab.bynum@hud.gov
215-861-7652

David M. Collins, Program Manager, david.m.collins@hud.gov
215-861-7659

Mandy Wampler, Program Manager, mandy.wampler@hud.gov
215-861-7664

Paul Lehmann, Regional Environmental Officer, paul.j.lehmann@hud.gov
215-430-6636

Michael Szupper, Relocation Specialist, michael.szupper@hud.gov
215-861-7669

Ed Thomas, Healthy Homes Representative, Edward.a.thomas@hud.gov
215-861-7670

Multifamily Housing

Brett Wise, Regional Director, Northeast Region, brett.w.wise@hud.gov
212-542-7701

Brenda J. Brown, Director, Asset Mgmt. Division (Baltimore Region), brenda.j.brown@hud.gov
410-209-6510

Randall J. Scheetz, Branch Chief, Account Executive Branch, randall.j.scheetz@hud.gov
215-861-7576

Philadelphia Office:

Nunzia Luberto, Senior Account Executive, nunzia.a.luberto@hud.gov
215-861-7577

Christopher Blesi, Account Executive, christopher.j.blesi@hud.gov
215-861-7585

Brenda Bowie, Account Executive, brenda.j.bowie@hud.gov
215-861-7552

Robert Henry, Account Executive, robert.henry@hud.gov
215-861-7575

Hoang Nguyen, Account Executive, noangyen.t.nguyen@hud.gov
215-861-7570

Susan Noce, Account Executive, susan.j.noce@hud.gov
215-861-7583
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Multifamily Housing

Stacy Taylor-Whitehead, Account Executive, stacy.taylor-whitehead@hud.gov
215-861-7579

Pittsburgh Office:

Gary Possage, Senior Account Executive, gary.o.possage@hud.gov
412-644-6399

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Melody C. Taylor-Blancher, Regional Director, melody.c.taylor@hud.gov
215-861-7643

Barbara R. Delaney, Philadelphia Center Director, barbara.r.delaney@hud.gov
215-861-7637

Office of Labor Standards and Enforcement

Debra Bensala, Regional Contractor Industrial Relations Officer, debra.bensala@hud.gov
215-430-6648

Eric R. Ramoth, Senior Contractor Industrial Relations Specialist, eric.r.ramoth@hud.gov
215-430-6626

Lavaris Ross, Contractor Industrial Relations Specialist, lavaris.v.ross@hud.gov
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Jason Casterline, CPA  
Managing Director  
jcasterline@bdo.com

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Pittsburgh Field Office
William Moorhead Federal Bldg., 1000 Liberty Ave., Suite 1000, Pittsburgh, PA 15222-4004
Phone: 412-644-6428       TTY: 412-644-5747       Fax: 412-644-6499

Jane E. Miller, Field Office Director, jane.e.miller@hud.gov
412-644-5945

Jennifer Bert, Program Analyst, jennifer.bert@hud.gov
412-644-5855

Sarah G. Pietragalo, Chief Counsel, sarah.g.pietragallo@hud.gov
412-644-6414

James Mazzoco, Attorney, james.mazzocco@hud.gov
412-644-6563

Gerry Cooper, Paralegal, gerry.l.cooper@hud.gov
412-644-6413

Office of Public Housing

Jacqueline Molinaro-Thompson, Director, j.molinarothompson@hud.gov
412-644-6529

Malea Cochran, Program Assistant, malea.m.cochran@hud.gov
412-644-6494

Debra Martin, Portfolio Manager, debra.l.martin@hud.gov
412-644-6595

Reana Prescott, Portfolio Manager, althea.r.prescott@hud.gov
412-644-6492

Lee Asad, Portfolio Manager, lee.asad@hud.gov
412-644-5762

Richard Humphrey, Engineer, richard.j.humphrey@hud.gov
412-644-2739

Paul Michalka, Engineer, paul.m.michalka@hud.gov
412-544-5485

Christina Palmer, Program Analyst, christina.a.palmer@hud.gov
412-644-6461

Paul Miller, Financial Analyst, paul.k.miller@hud.gov
412-644-6635
U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT

Pittsburgh Field Office

Office of Community Planning and Development
Phillip McKeough, Director, philip.e.mckeough@hud.gov
412-644-5846

Pamela Coll, Senior CPD Representatives, pamela.s.coll@hud.gov
412-644-5459

Jill Moyer, Senior CPD Representative, jill.k.moyer@hud.gov
412-644-5487

Victor Banks, CPD Representative, albert.banks@hud.gov
412-644-6898

Patricia Obringer, CPD Representative, patricia.m.obringer@hud.gov
412-644-5785

Lori Palmieri, CPD Representative, lori.a.palmieri@hud.gov
412-644-5802

Christine Dzubinski, CPD Representative, christine.d.dzubinski@hud.gov
412-644-5763

Michael E. Whitelock, Field Environmental Officer, michael.e.whitelock@hud.gov
412-644-6932

Catherine Byrne, Senior Financial Analyst, catherine.s.byrne@hud.gov
412-644-5843

Multifamily Housing
Gary Possage, Asset Management Senior Account Executive, gary.o.possage@hud.gov
412-644-6399

Office of Fair Housing and Equal Opportunity
Barbara Delaney, Director, FHEO Philadelphia Program Center, barbara.r.delaney@hud.gov
215-861-7637

Office of Labor Standards and Enforcement
Lavaris Ross, Contractor Industrial Relations Specialist, lavaris.v.ross@hud.gov
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TTY: 711 (in PA)  
Fax: 717-780-4026  
Website: [www.PHFA.org](http://www.PHFA.org)

Brian A. Hudson, Sr., Executive Director and CEO, [bhudson@phfa.org](mailto:bhudson@phfa.org)  
Leonidas Pandeladis, Deputy Executive Director and Chief Counsel, [lpandeladis@phfa.org](mailto:lpandeladis@phfa.org)

__________

**Pittsburgh Office:** 2275 Swallow Hill Road, Building 200, Pittsburgh, PA 15220-1666  
Phone: 412-429-2842

Ali Tomich, Director of Western Region, [atomich@phfa.org](mailto:atomich@phfa.org)

__________

**Norristown Office:** 104 West Main Street, Suite #3, 2nd Floor, Norristown, PA 19401-4738  
Phone: 610-270-1999  
Jay Hausher, Director of Eastern Region, [jhausher@phfa.org](mailto:jhausher@phfa.org)

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Phone: 202-289-3500    Toll Free: 877-866-2476    Fax: 202-289-8181
Website: www.nahro.org    General Emailbox: nahro@nahro.org

Adrianne Todman, Chief Executive Officer atodman@nahro.org
202-580-7204
Georgi Banna, Director, Policy and Program Development, gbanna@nahro.org
202-580-7234
Sylvia Bowen, Director, Board Relations & Special Projects, sbowen@nahro.org
202-580-7201
Kathy Cueto, Executive Assistant, kcueto@nahro.org
202-580-7229
Sylvia Gimenez, Director, Communications, sgimenez@nahro.org
202-580-7224
Tushar Gurjal, Policy Analyst, Policy & Program Development, tgurjal@nahro.org
202-580-7216
Tess Hembree, Director, Congressional Relations, thembree@nahro.org
202-580-7225
Lori Myers-Carpenter, Director, Customer Service/Member Relations, lmcarpenter@nahro.org
202-580-7221
Eric Oberdorfer, Policy Advisor, Policy and Program Development, eoberdorfer@nahro.org
202-580-7213
Blake Pavlik, Director, Certification & Accreditation, bpavlik@nahro.org
202-580-6261
La Tonya Rajah, Customer Relations Specialist, lrajah@nahro.org
202-580-7206
Jill Randles, Director, Conferences, jrandles@nahro.org
202-580-7222
Greg Shpak, Senior Marketing Representative, Professional Development, gshpak@nahro.org
202-580-7218
Ashanti Wright, Public Affairs Coordinator/ Asst. Editor, Communications, awright@nahro.org
202-580-7207

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511 Capitol Court, NE, Washington, DC 20002-4937
Phone: 202-546-5445 Fax: 202-546-2280 or 202-543-4381 Website: www.phada.org

Timothy G. Kaiser, Executive Director tkaiser@phada.org

PHADA Policy Analysts
Jim Armstrong jarmstrong@phada.org
Arlene Conn aconn@phada.org
Seth Embry sembry@phada.org
David Weber dweber@phada.org

PHADA on Twitter
@PHADA_USA
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Pennsylvania is represented in the United States Congress by two Senators and 18 Representatives. To view information regarding our U.S. Senators, visit www.senate.gov.

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BYLAWS
of the
PENNSYLVANIA ASSOCIATION OF HOUSING AND REDEVELOPMENT AGENCIES
as amended November 3, 2012

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ARTICLE I - NAME
The name of the association shall be PENNSYLVANIA ASSOCIATION OF HOUSING AND REDEVELOPMENT AGENCIES.

ARTICLE II - PURPOSES
The purposes of the association shall be: to disseminate information relating to housing and community development; to study and analyze national, state, and local legislation affecting housing and community development; to provide a channel for the frequent exchange of experiences with operating problems in the fields of housing and community development functions; and to increase public understanding of the methods and objectives of housing and community development agencies.

ARTICLE III - MEMBERSHIP
Section 1. Active. Any housing authority organized and existing under the Housing Authorities Law of the Commonwealth of Pennsylvania, Act of May 28, 1937, P.L. 955, as amended, and any redevelopment authority organized and existing under the Urban Redevelopment Law of the Commonwealth of Pennsylvania, Act of May 24, 1945, P.L. 991, as amended, any nonprofit housing development corporation chartered in compliance with the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, 35 Purdons Statutes, 664, as amended, any nonprofit organization participating in the field of low or moderate income housing within the Commonwealth of Pennsylvania, and any agency duly designated by the governing body of a political entity to administer its community development program shall be eligible for active membership upon the approval of the Board of Directors. The chief administrative officer or his nominee (a member of his agency as designated in writing by the chief administrative officer) shall represent the organization in all matters affecting the association, except for the election of the Board of Directors.

Section 2. Associate. The members of the administrative staff, Board of Commissioners or Board of Directors of any member agency shall be eligible for associate membership subject to the approval of the Board of Directors.

Section 3. Affiliate. Upon application to and approval by the Board of Directors, the following shall be eligible for affiliate membership:

A. Any members of a planning commission of a political subdivision of the Commonwealth of Pennsylvania.

B. Any member of an authority of a political subdivision of the Commonwealth of Pennsylvania.

C. Any firm or association engaged in housing and community development services and/or activities, and operating in the Commonwealth of Pennsylvania.

D. An association of housing and community development personnel, non-profit, which operates within any of the United States of America.

ARTICLE IV - BOARD OF DIRECTORS
Section 1. There shall be a Board of Directors of fifteen (15) persons who shall be chosen according to Article VII of the bylaws and the past president qualifying under Section 4 hereunder. The Board of Directors shall act on behalf of the association in carrying out the purposes of the association when the membership is not in session.
Section 2. All member agencies shall receive copies of the minutes of the meetings of the Board of Directors no later than thirty (30) days following said meeting. The transmittal shall state that the minutes are subject to approval by the Board of Directors.

Section 3. The president, and in the president’s absence, the first vice president, shall preside at the meetings of the Board of Directors.

Section 4. The immediate past president of this association shall serve as a member of the Board as long as they remain associated with active members of the association as full-time employees or members of the Board of Directors or commissioners of an agency, but shall not be eligible to vote on any matters coming before the Board unless duly elected to membership on the Board according to Article VIII of the bylaws.

Section 5. An affiliate member, as defined in Article III, Section 3. hereof, to be selected by the Board of Directors from the affiliate members of the association, shall serve as an ex officio member of the Board of Directors, but shall not be eligible to vote on any matters coming before the Board and shall not be counted toward a quorum of the Board.

ARTICLE V - OFFICERS

Section 1. The officers of the association shall be a president, first vice president, second vice president, secretary and treasurer, who shall be chosen according to Article VIII of these bylaws. The executive director shall be appointed by the Board of Directors for an indefinite period.

Section 2. In the event the office of president becomes vacant, the first vice president shall complete the term of the president. In the event of the unavailability of the first vice president to succeed to the presidency, the second vice president shall complete the term of the first vice president. Any other vacancies among the officers, no matter how created, shall be filled by an election held at the next duly called meeting of the Board of Directors.

Section 3. The Board of Directors shall have the power to secure from the association funds, if the same is deemed advisable, a fidelity bond not to exceed an indemnification of $100,000 on any officer of the association.

Section 4. The Board of Directors shall, if the same is deemed advisable, create an office of assistant secretary and assistant treasurer and make the necessary appointments.

ARTICLE VI - MEETINGS

Section 1. The membership shall meet three (3) times each year. The annual business meeting shall be held during the month of September unless otherwise determined by the Board of Directors. The Board of Directors shall determine the day, time and place of such meetings.

Section 2. Special meetings of the membership shall be called by the executive director at the request of the president or of any ten (10) active members; and the only business to be transacted shall be that listed on the agenda.

Section 3. The Board of Directors shall hold its annual meeting immediately after the annual business meeting of the membership.

Section 4. Special meetings of the Board of Directors shall be called by the executive director at the request of the president or at the request of five (5) members of the Board of Directors. Special
meetings of the Board of Directors may be held either at a specified location or by electronic means such as tele-conference, webinar or the like.

**Section 5.** Each member shall receive one month’s notice of the annual business meeting, and two weeks’ notice of any special meeting. Each member of the Board of Directors shall receive forty eight (48) hours’ notice of a Board meeting.

**Section 6.** Notices of all meetings, regular and special, shall be in writing and forwarded by either U.S. mail or by fax, email or other electronic means, to each member of the association or Board of Directors, at the latest address appearing on the books of the association. If notice is sent by the above means, it shall be deemed to be given to the member entitled thereto when transmitted. Such notice shall specify the place, day and time of the meeting; and in the case of special meetings, the general nature of the business to be transacted.

**Section 7.** A quorum for the purposes of holding any meeting of the active members shall be a minimum of thirty (30) active members. A quorum for the purpose of holding any meeting of the Board of Directors shall be eight (8) members. The members present at a duly authorized meeting can continue to conduct business until adjournment notwithstanding the withdrawal of enough members to leave than a quorum. In the case of Board of Directors meetings held in electronic format, logging on to or dialing in shall be considered present in determining a quorum. The Board of Directors may permit participation in Board meetings by telephone connection in so long as members so participating can hear and participate in the full discussion of the meeting.

**Section 8.** The majority of those present at a duly called meeting shall be required to pass any motion.

**Section 9.** All meetings shall be conducted in accordance with “Robert’s Rules of Order” most recently revised edition.

**ARTICLE VII - VOTING RIGHTS**

Such active member shall be entitled to one vote on each matter submitted to a vote of the members. The Board of Directors shall have the power to deny voting rights to a member in arrears in the payment of dues to the association.

**ARTICLE VIII - NOMINATIONS, ELECTIONS AND TERMS OF OFFICE**

**Section 1.** Members of the Board of Directors shall consist of not less than five (5) seats filled by housing authority agencies, three (3) seats filled by redevelopment authority agencies, and one (1) agency designated to administer community development programs defined in Article III Section 1, none of which shall be deemed to be dual agencies.

Members of the Board of Directors shall be elected by a majority of votes cast by an electronic ballot (email) of active members entitled to as set forth in Articles III and VII.

At least ninety (90) days prior to the annual business meeting, the president shall appoint a Nominating Committee consisting of five (5) members who shall be representative of the current agency membership of housing authorities, redevelopment authorities and community development agencies and/or nonprofit housing corporations. No more than two (2) Board members shall be appointed to the Nominating Committee.

The Nominating Committee shall ensure that the nominees are selected so as to meet the composition of the Board of Directors as set forth in the first paragraphs of this section.
The Nominating Committee shall make its report by U.S. mail and/or by electronic means to the membership at least sixty (60) days prior to the annual business meeting date.

Nominations from the membership shall be made in writing to the president at least forty-five (45) days prior to the annual business meeting date.

When multiple members are nominated for election to the Board of Directors, the executive director appointed by the Board of Directors shall prepare ballots to ensure that voting will maintain the composition of the Board of Directors as set forth in the first paragraph of this section, and shall mail and/or forward by electronic means ballots to the active members at least thirty (30) days prior to the annual business meeting date. When the nominating process does not generate sufficient nominees to require an election, the executive director shall notify members of the nominees by the same methods noted above.

Only the chief administrative officer of each active member shall vote and return the ballot to reach the executive director no later than five (5) calendar days prior to the annual business meeting date. Ballots received after said deadline will not be considered. The executive director shall turn over the unopened ballots to the Chairman of the Election Committee at the annual business meeting.

The Nominating Committee as defined above shall serve as an Election Committee at the annual business meeting, which shall certify the results of the election to the president who shall announce the results of the election to the members attending the annual business meeting. If an election was not necessary due to the number of nominees, the president shall declare the election of the nominees.

Section 2. Only active members shall be eligible for nomination and membership on the Board of Directors, with a limit of one member from any agency.

Section 3. The terms of office for members of the Board of Directors shall be for three (3) years or until their successors are duly elected. Except as provided in Section 8 hereunder, the maximum terms of office of a Board member shall be three (3) successive three (3) year terms, by election.

Section 4. In the event that the office of a member of the Board of Directors shall become vacant, such vacancy shall be filled by the president with the approval of the Board of Directors at a duly called meeting of the Board; said appointee to serve until the next annual business meeting of the membership, at which time the unexpired term shall be filled under the provisions of Section 1 of this Article.

Section 5. Absence of any member of the Board of Directors from three (3) board meetings per term without a valid reason shall be considered just cause for removal from office unless said member has requested to be excused and has received such approval from the president or the vice president acting on the behalf of the president.

Section 6. The Board of Directors shall elect the officers of the association from the elected Board of Directors only at the applicable annual meeting of the Board. (This change does not permit the immediate past president on the Board to be elected as an officer.)

Section 7. The term of office for the officers of the association shall be one two-year term by election, commencing at the conclusion of the fall meeting of the association in even numbered years. The president and the vice president shall not succeed themselves in office; however, they shall be eligible for nominations as officers at the first annual business meeting following the completion of their term of office. The officers shall serve until their successors are duly elected.
Section 8. If at any annual business meeting of the association a member of the Board of Directors shall be nominated and elected as an officer of the association, and their term of office as an officer shall exceed their term as a member of the Board of Directors, in such event their term as a member of the Board of Directors shall be extended to coincide with the term of their higher office.

Section 9. The Executive Committee shall be composed of the officers of PAHRA, together with the two members of the Board of Directors who shall be elected to the Executive Committee by the Board of Directors; terms are to run concurrently with that of the president.

The Executive Committee shall act on behalf of the Board of Directors during the interim between Board meetings, in accordance with accepted/approved policy, subject to subsequent approval of the Board of Directors.

Meetings of the Executive Committee shall be held at the call of the president who is empowered to act for but not preempt Board action.

Section 10. The annual business meeting shall be open for comments from the membership and shall be listed on the agenda accordingly.

ARTICLE IX - COMMITTEES

Section 1. The president shall have the power to create standing or temporary committees as from time to time shall be determined necessary to assist in presidential duties. The committee chairpersons, with the exception of the Advisory Committee, shall be appointed from the elected Board of Directors.

Section 2. There shall be an Advisory Committee which shall consist of past presidents appointed by the presidents who shall act in an advisory capacity to the officers and Board of Directors of the association.

Section 3. In addition to the committees established under Sections 1 & 2 of this Article, there shall be the following standing committees of the association: Affiliate and Member Services, Budget and Administration, Civil Service, Legislative, Member Services, Scholarship and Professional Development.

Section 4. All committee chairpersons shall be members of the Board of Directors.

ARTICLE X - AMENDMENTS

Section 1. Any ten active members of the association may initiate amendment(s) to these bylaws by submitting proposed bylaw amendment(s) to the president in writing ninety (90) days prior to the date of the annual business meeting at the annual conference. The written notification to the president shall contain ten (10) signatures of active members of the association.

Section 2. If the Board of Directors approves the bylaw amendment(s) as initiated under Section 1 by majority vote, the amendment(s) shall be placed on the agenda for discussion and vote at the annual business meeting at the annual conference or at a regular meeting of the membership as defined in Article XVIII hereof.

Section 3. If the Board of Directors rejects the proposed bylaw amendment(s) as proposed under Section 1, the proposed amendment(s) shall be submitted to the membership at the annual business meeting at the annual conference for discussion with a negative recommendation.

Section 4. The Board of Directors may initiate amendment(s) to these bylaws by majority vote. Upon approval by the Board of Directors, the amendment(s) shall be placed on the agenda for discussion
and vote at the annual business meeting at the annual conference or at a regular meeting of the membership as defined in Article XVIII hereof.

Section 5. In all cases, any proposed amendment(s) to these bylaws shall be submitted in writing to the association membership thirty (30) days prior to the date of the meeting at which they will be voted upon.

Section 6. In all cases, any bylaw amendment(s) shall be ratified by a two-thirds vote of the active members voting.

Section 7. There shall be no other procedures for amending these bylaws.

ARTICLE XI - WAIVER OF NOTICE

Section 1. Whenever any notice is required to be given by the provisions of these articles, whether to the members or the Board of Directors, a waiver thereof in writing signed by the person or persons entitled thereto, and whether before or after the time of the meeting stated therein, shall be equivalent thereto.

Section 2. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends such meeting for the express purpose of objection to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XII - DUES

All annual membership dues shall be established by the Board of Directors by resolution.

ARTICLE XIII - CERTIFICATES OF MEMBERSHIP

The association may issue certificates of membership as evidence of membership, which certificates shall have printed in clear type the statement that the association is a nonprofit organization and existing under the laws of the Commonwealth of Pennsylvania.

ARTICLE XIV - ASSOCIATION EMPLOYEES

The Board of Directors shall, if deemed advisable, commission or employ such personnel as determined necessary to carry out essential functions of the association; the terms and conditions of said employment to be established by the Board.

ARTICLE XV - PRINCIPAL OFFICE

The principal office of the association shall be wherever the Board of Directors shall designate. The address shall be communicated to the general membership. The board may also designate branch offices in such cities, towns, and boroughs of this commonwealth as it may deem advisable.

ARTICLE XVI - ASSOCIATION SEAL

The association shall have a seal upon which shall be inscribed the name of the association, the year of its incorporation, and the words, “Incorporated- Commonwealth of Pennsylvania.”

ARTICLE XVII - AUDIT

An independent certified public accountant shall be employed annually to perform an audit of the financial records of the Pennsylvania Association of Housing and Redevelopment Agencies. The audit shall take place immediately after the end of the fiscal year and shall be completed within ninety (90) days. A complete audit report shall be submitted to all board members for acceptance no later than
thirty (30) days after completion of the audit. The audit shall be available upon request to any active member.

**ARTICLE XVIII - ANNUAL MEMBERSHIP MEETING**

With regard to terms used in these bylaws, the annual membership meeting shall mean the annual business meeting held in conjunction with the annual conference. The term regular membership meetings shall refer generically to the legislative, spring and annual conferences.

**ARTICLE XIX - CODE OF CONDUCT**

**Section 1.** Members shall responsibly administer all housing and community development programs, and use ethical and legal means to influence legislation as we aggressively pursue our role as advocates for providing strong viable communities and affordable housing throughout Pennsylvania.

**Section 2.** Members shall perform all duties in an ethical and professional manner to merit respect of our peers, elected officials, and the general public which we serve.

**Section 3.** Members shall uphold all laws and regulations relating to our association and its bylaws, avoiding any activity in conflict with same.

**Section 4.** Members shall maintain high standards of personal conduct, and not realize any unwarranted personal gain from the performance of our duties as a member of the Pennsylvania Association of Housing and Redevelopment Agencies.

**Section 5.** Members shall provide dedicated, courteous, and responsive service to the public, especially the beneficiaries of the programs we administer.

**Section 6.** Members shall strive for professional excellence and encourage the professional development of our associates.

**Section 7.** Members shall neither engage in, nor support any exploitation of the association or profession.

**Section 8.** Members shall cooperate in every reasonable and proper manner with other association members.