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PHADA Commissioners Conference, Orlando, FL

March 6-8, 2023

NAHRO Washington Conference & Capitol Hill Day, Washington, DC

May 1-2, 2023

Annual CD&H Practitioners Conference, State College, PA

May 21-24, 2023

PHADA Annual Convention & Exhibition, Denver, CO

June 4-7, 2023

PAHRA Spring Conference & Showcase, Seven Springs PA

July 14-15, 2023

NAHRO Summer Symposium, Washington, DC

September 17-19, 2023

PHADA Legislative Forum, Washington, DC

October 6-8, 2023

NAHRO National Conference & Exhibition, New Orleans, LA

October 22-25, 2023

PAHRA Annual Conference & Awards, Lancaster, PA

PAHRA 2023 L.E.A.D. Certification Course: February 9 • March 2 • March 23 • April 13 • May 4



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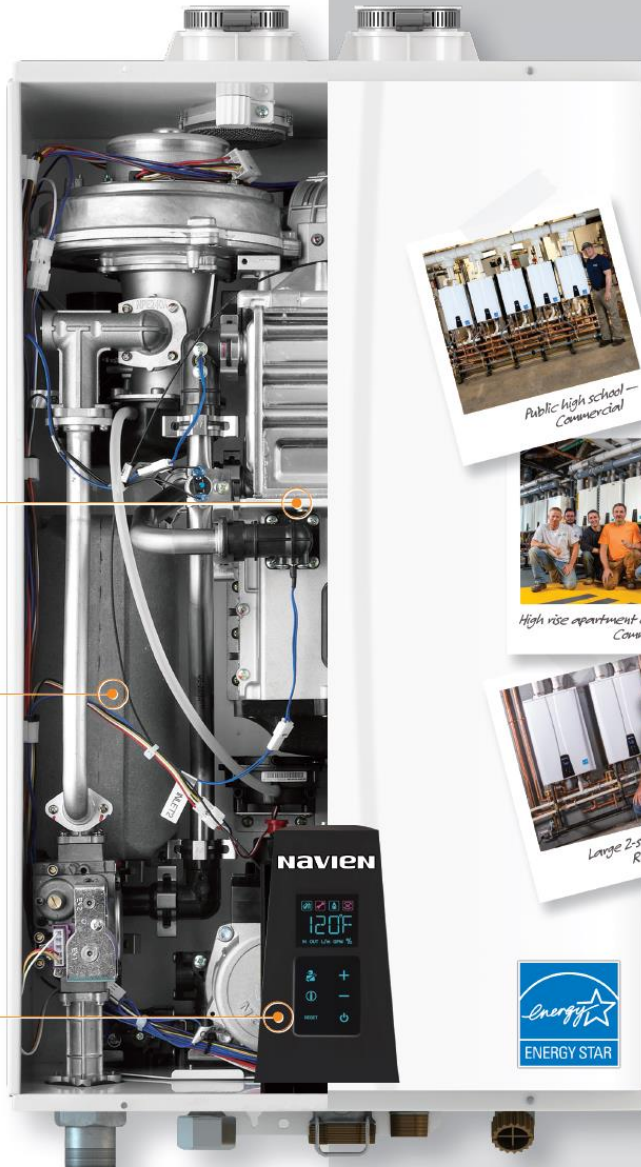
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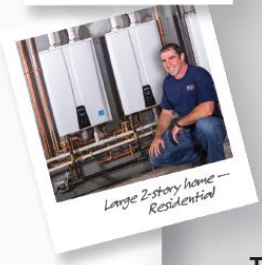
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BYLAWS

of the

PENNSYLVANIA ASSOCIATION OF HOUSING AND REDEVELOPMENT AGENCIES

as amended November 7, 1994; November 3, 2012; September 28, 2020

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ARTICLE I - NAME

The name of the association shall be **PENNSYLVANIA ASSOCIATION OF HOUSING AND REDEVELOPMENT AGENCIES**.

ARTICLE II - PURPOSE

The purpose of the association is to be an advocate for the provision of adequate and affordable housing, as well as the development, preservation, conservation, rehabilitation and redevelopment of strong, viable communities throughout the Commonwealth of Pennsylvania, particularly for those with low- to moderate-incomes. To achieve these objectives, PAHRA shall:

- a) enhance the efficiency and effectiveness of members and provide a platform to facilitate the exchange of information and experiences related to housing and community development
- b) encourage, develop, and provide training and educational programs for the advancement of professional development, improvement of technical skills and knowledge of housing, redevelopment, and community development employees and organizations
- c) strive to improve the standards, policies and practices involved in the administration of these objectives
- d) monitor and advocate relevant federal, state, and local legislative or regulatory issues that impact housing, redevelopment, and community development
- e) communicate effectively with members, media, government, and others to promote public understanding and awareness of issues concerning housing, redevelopment, and community development

work in partnership with other organizations sharing similar or related goals to develop coalitions and collaborative efforts to further our collective mission

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 Purdon's Statutes, 664, as amended; any nonprofit organization participating in the field of low or moderate income housing or redevelopment within the Commonwealth of Pennsylvania, and any agency duly designated by the governing body of a political entity to administer community development activities shall be eligible for active membership upon the approval of the Board of Directors. The chief executive officer or their nominee (a member of their agency as designated in writing by the chief executive officer) shall represent the organization in all matters affecting the association.

Section 2. Associate. Individual members of the 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 or activities, and operating in the United States of America.
- d) An association of housing, redevelopment, or community development personnel, or nonprofit, which operates within 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. Approved minutes of the meetings of the Board of Directors shall be posted to the PAHRA website.

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 Board of Directors shall meet three (3) times each year. The Board of Directors shall determine the date, time and place of such meetings. Meetings may be held in-person or remotely using electronic technology such as teleconferencing or videoconferencing in a manner that allows full participation in the meeting.

An annual business meeting of the membership shall be held during the annual conference unless otherwise determined by the Board of Directors.

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 a reorganization meeting biennially to coincide with terms of office, or if otherwise deemed necessary by the Board of Directors.

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, 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. Membership of the Board of Directors shall be comprised of 15 members from housing authorities, redevelopment authorities, community development organizations, non-profit organizations, or other current active member agencies. At all times there shall be a minimum of not less than five (5) seats which are filled by housing authority agencies and three (3) seats which are filled by redevelopment authority agencies.

Members of the Board of Directors may be the Chief Executive Officer, Executive Director or President of an active member agency, Deputy Executive Director, Administrative Officer, Chief Financial or Chief Operating Officer, or another representative of an active member agency as designated by the Chief Executive Officer, Executive Director or President of said agency.

Members of the Board of Directors shall be elected by a majority of votes cast by electronic ballot 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 active membership of housing authorities, redevelopment authorities; 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 paragraph of this section.

The Nominating Committee shall make its report by U.S. mail 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 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 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. As outlined in Section 1, members of the Board of Directors may be the Chief Executive Officer, Executive Director or President of an active member agency, Deputy Executive Director, Administrative Officer, Chief Financial or Chief Operating Officer, or another representative of an active member agency as designated by the Chief Executive Officer, Executive Director or President of said 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 seat 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 reorganization 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 annual 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 with operations of the association.

Section 2. In addition to the committees established under Sections 1 & 2 of this Article, there shall be the following standing committees of the association: Finance, Human Resources, Legislative, Member Services, Scholarship, and Professional Development.

Section 3. All committee chairpersons shall be members of the Board of Directors. Committee co-chairpersons may be appointed which are not required to 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. 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.

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.

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 designated by the Board of Directors. The address and other contact information 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.

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.

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