

Bylaws

of the

Public Housing Authorities Directors Association

Revised 6/5/06

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in San Antonio, Texas.

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BYLAWS OF THE PUBLIC HOUSING AUTHORITIES DIRECTORS ASSOCIATION

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BYLAWS OF THE PUBLIC HOUSING AUTHORITIES DIRECTORS ASSOCIATION

ARTICLE I NAME AND PRINCIPAL OFFICE OF ASSOCIATION

The name of the corporation shall be the Public Housing Authorities Directors Association. The corporation shall be incorporated as a nonprofit corporation under the laws of the District of Columbia. The principal office shall be located in Washington, D.C. with such other offices as may be determined from time to time by the Board of Trustees, which is the governing body of the corporation.

ARTICLE II SEAL

The Seal of the Corporation shall have inscribed thereon the name of the corporation and the words “Corporate Seal of the Public Housing Authorities Directors Association.”

ARTICLE III PURPOSE

The purpose of the Association shall be:

1. To promote decent, safe and affordable housing for persons of low and moderate income in the United States of America and its territories;
2. To advance and promote meaningful communications and relationships with the Department of Housing and Urban Development and the United States Congress as a unified group of professional housing directors with regard to public housing policy;
3. To advance and promote communications with federal, state and local agencies and officials, tenant groups, builders groups, senior citizens groups and other agencies and organizations to carry out uniform policies and goals for public housing purposes;
4. To formulate an educational and communication network to improve the expertise in the housing field by educational meetings, workshops, periodic newsletters, electronic media and preparation of texts;
5. To promote professionalism of Public Housing Authority Directors;
6. To remain continuously organized and operated exclusively for not-for profit purposes for the benefit of the Public Housing Authorities throughout the United States and its territories.

ARTICLE IV MEMBERSHIP AND DUES

Section 1. Qualifications for Membership

Public Housing Authorities (PHAs) are eligible for agency membership in the Association upon approval by the Association of an application. PHAs will be represented by their Executive Director. In the event that an Executive Director decides not to represent his/her PHA in the Association, then the Executive Director shall designate that PHA’s designee in writing to the Assistant Secretary of the Association. The member agency shall notify the association within 30 days of a change in its designee.

The Association has adopted and may amend from time to time a Code of Ethics. By joining or renewing its membership in the Association, an Authority, its Commissioners, and its Executive Director agree to be bound by that Code of Ethics as amended.

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55 *Section 2. Types of Membership*

56

57 a. Agency

58

59 Only a member agency's representatives (Executive Director or Designee) may vote or hold office in the Association,
60 except that the Assistant Secretary may be an employee of the Association. Regardless of who is designated, each PHA shall
61 have only one vote and only one representative of that PHA may hold office. Substitute representation shall not be permitted
62 at meetings of the Executive Committee or Board of Trustees.

63

64 b. Individual

65

66 All former Association members in good standing at the time of their retirement, leave of absence, resignation, or
67 termination from a PHA may be eligible for individual membership. Individual members shall have all rights of membership
68 except the right to vote and the right to hold office.

69

70 *Section 3. Membership Dues*

71

72 a. Agency

73

74 The PHA shall be required to pay annual dues as determined by the Board of Trustees. Failure to pay annual dues within
75 90 days of the due date will terminate the membership.

76

77 b. Individual

78

79 Dues for individual members shall be as determined by the Board of Trustees.

80

ARTICLE V

MEETINGS

82

83 *Section 1. Annual Membership Meeting*

84

85
86 The annual meeting of the members for the election of trustees and for the transaction of business shall be held during
87 the months of May or June of each year, at such a place as may be ordered by the then existing Board of Trustees. Failure to
88 hold the annual meeting at the time designated shall not work a forfeiture or dissolution of the Association; and, in the event
89 of such failure the annual meeting shall be held at a time and place designated by the Board of Trustees. Notice shall be given
90 to each member at least thirty (30) days prior to the date of such meeting. A quorum for the transaction of business shall
91 consist of not less than one-third of the members registered for such meeting.

92

93 *Section 2. Regular Trustees Meetings*

94

95 Regular meetings of the Board of Trustees shall be held at regular intervals not less than three times per year. The
96 President shall set the time and place for the meeting. Members of the Board of Trustees shall be notified in writing of the
97 time and place for such meeting not less than thirty (30) days prior to the meeting. A quorum for the transaction of business
98 shall consist of not less than 50% plus one of the members of the Board of Trustees.

99

100 *Section 3. Special Trustees Meetings*

101

102 The President may, when s/he deems it necessary, call a special meeting of the Board of Trustees, and shall call a special
103 meeting upon the written request of twenty-five (25) percent of the Trustees. At special meetings, no business shall be
104 considered other than as stated in the Call, however, the Agenda may be extended only by a unanimous vote of those
105 Trustees present. The Call for the Special Meeting shall state the time, place and purpose of the meeting. Trustees shall be
106 notified in writing of the date set for the special meeting not less than seven days prior to such meeting. It shall be the duty of
107 the Secretary to cause notice to be given. A quorum for the transaction of business shall consist of not less than 50% plus one
108 of the members of the Board of Trustees.

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109 *Section 4. Executive Committee Meetings*

110
111 Executive Committee Meetings shall be held from time to time as determined necessary. All members shall be notified
112 of the time, place and purpose of the meeting no less than five days prior to the meeting. A quorum for the transaction of
113 business at meetings of the Executive Committee shall consist of not less than five members of the Executive Committee.

114
115 **ARTICLE VI**
116 **BOARD OF TRUSTEES**

117
118 *Section 1. General Powers*

119
120 The corporate powers, property and affairs of the Association, subject to the limitations contained in the District of
121 Columbia Code, the Articles of Incorporation or these Bylaws, shall be exercised, conducted and controlled by a Board of
122 Trustees, each of whom shall be a member of the Association, and each of whom shall be a legal resident of the United
123 States.

124
125 *Section 2. Property Interest of Trustees and Other Members*

126
127 No Trustee or other Member of the Association shall have any right, title, or interest in or to any property or assets of the
128 Association, either prior to or at the time of any liquidation or dissolution of the Association, all of which properties and
129 assets shall at the time of any liquidation or dissolution vest in the Association's lawful successors or assigns as provided in
130 the Articles of Incorporation.

131
132 *Section 3. Non-liability for Debts*

133
134 The private property of the Officers, Trustees and Members shall be exempt from execution or other liability for any
135 debts of the Association and no Officer, Trustee or Member shall be liable or responsible for any debts or liabilities of the
136 Association.

137
138 *Section 4. Approval of Projects, Programs, and Expenditures*

139
140 Except as provided in these Bylaws (Article VII - Executive Committee) each project, program or expenditure to be
141 undertaken by the Association shall be subject to the prior approval of the Board of Trustees.

142
143 *Section 5. Contracts*

144
145 Except as otherwise provided in these Bylaws, the Board may authorize any officer(s) or agent(s), in addition to the
146 officers so authorized by these Bylaws, to enter into any contract or execute and deliver up any instrument on behalf of the
147 Association, and such authority may be general or specific.

148
149 *Section 6. Committee Reports*

150
151 Committee reports and publications intended for distribution outside the Association shall be submitted to the Board of
152 Trustees before such publication or distribution is made. The Board of Trustees shall act with diligence on reports so
153 submitted and shall specify the method of distribution.

154
155 *Section 7. Gifts and Contributions*

156
157 The Board of Trustees may accept on behalf of the organization any contribution, gift, bequest, or devise for the general
158 purpose or any special purpose of the Association.

159
160 **ARTICLE VII**
161 **EXECUTIVE COMMITTEE**

162
163 The management of the business and affairs of the Association except as otherwise provided in the Bylaws, shall be
164 vested in the Executive Committee consisting of the following officers of the Association and the immediate Past President:

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165 President, Senior Vice President, Vice President for Housing, Vice President for Legislation, Vice President for Professional
166 Development, Vice President for Membership, Secretary and Treasurer. The Executive Committee shall discharge the duties
167 of the Board of Trustees, but not incur debts, except for current expenses, unless specially authorized. It shall carry out the
168 policies of the Board of Trustees and shall report to same its acts, which shall become part of the records of the Association.
169

170 **ARTICLE VIII** 171 **OFFICERS**

172
173 The officers of the Association shall be a President, Sr. Vice President, Vice President for Housing, Vice President for
174 Legislation, Vice President for Professional Development, Vice President for Membership, Secretary, and Treasurer, each of
175 whom shall be a Trustee of the Association. These positions shall be elected according to Article XI of these Bylaws. The
176 Assistant Secretary who shall be an employee of the Association, shall also be a nonvoting officer of the Association.
177

178 **ARTICLE IX** 179 **DUTIES OF OFFICERS AND TRUSTEES**

180 181 *Section 1. The President*

- 182
- 183 a. The President shall be the principal officer of the Association and shall supervise the business and affairs of the
184 Association; and, unless otherwise determined by the Board of Trustees, shall preside at all meetings of the
185 Executive Committee, Board of Trustees and all General Membership meetings.
186
 - 187 b. The President shall sign on behalf of the Association all instruments authorized by the Board to be executed, except
188 in the case where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to
189 some other officer or agent of the Association or shall be required by law to be otherwise signed or executed.
190
 - 191 c. The President shall in general perform all duties incident to the office of the President and such other duties as may
192 be directed by the Board.
193

194 *Section 2. Sr. Vice-President*

195
196 In the absence of the President or in the event of his/her inability or refusal to act, the Senior Vice President shall assume
197 and perform the duties of the President and when so acting, shall have the powers of, and be subject to, all the restrictions
198 upon the President.
199

200 *Section 3. Vice Presidents*

201
202 There shall be four Vice Presidents with portfolio as in Article VIII of the Bylaws. The four Vice Presidents shall be
203 elected by the Trustees to chair the following Committees:
204

- 205 1. Legislation
- 206 2. Professional Development
- 207 3. Housing
- 208 4. Membership
209

210 It shall be the responsibility of the Vice Presidents to serve as chairpersons of their respective committees (See Article
211 XIII, Sections 1 through 4) and to act as liaison with the members with respect to issues being acted upon by the Association.
212 The Vice Presidents shall also perform such other duties as directed by the Board. In the event the President or Senior Vice
213 President refuses or is unable to act, the Vice Presidents shall assume and perform the duties of the President in the order
214 enumerated above.
215

216 *Section 4. The Secretary*

217
218 The Secretary shall: assure that all notices are duly given in accordance with these Bylaws or as required by law; keep
219 the minutes of all Executive Committee, Board of Trustees and General Membership meetings; keep an attendance record at
220 said meetings; distribute copies of said minutes within a reasonable period of time but not to exceed 45 days following such

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221 meeting; act as custodian of the corporate books, records and of the seal of the Association and affix the seal, the execution of
222 which on behalf of the Association under his/her signature is duly authorized in accordance with the provisions of these
223 Bylaws; maintain an up-to-date register of the names and addresses of all members; keep on file a complete copy of the
224 Articles of Incorporation and Association Bylaws containing all amendments thereto for inspection by any officer, trustee or
225 member; chair the elections committee; and, in general, perform all duties incident to the office of Secretary, and such other
226 duties as may be directed by the Board.

227

228 *Section 5. The Assistant Secretary*

229

230 The Assistant Secretary, who shall be the Executive Director of the Association, shall perform any and all of the duties
231 of the Secretary in the latter's absence or disability, and shall perform such other duties as may be directed by the President,
232 the Secretary or the Board of Trustees. S/he shall notify the Secretary immediately of all such acts and shall file a written
233 report of such acts with the Executive Committee at its meeting next following the performance of any of the Secretary's
234 duties.

235

236 *Section 6. The Treasurer*

237

238 The Treasurer shall: have custody of and be responsible for all funds and securities of the Association, except as
239 otherwise authorized by the Board of Trustees; shall countersign all negotiable instruments; be responsible for the receipt of
240 and the issuance of receipts for all monies in the name of the Association in such banks, trusts or other depositories, as shall
241 be selected in accordance with the provisions of these Bylaws. The Treasurer shall submit to the Board of Trustees for their
242 approval, an investment policy statement designed to have all investments in conformity with that which is the acceptable
243 practice of Public Housing Authorities as restricted by the United States Department of Housing and Urban Development;
244 submit a certified balance sheet and operating statement at the annual meeting or whenever requested by a majority of the
245 Board of Trustees; report at each meeting of the Board of Trustees the cash disbursements which have occurred since the
246 previous report and request Board ratification of all such disbursements; ensure that an annual audit is performed by an
247 independent certified public accountant and, perform all duties incident to the office of Treasurer, and such other duties as
248 may be assigned by the Board. The Treasurer shall chair the Finance Committee.

249

250 *Section 7. Trustees*

251

252 Trustees shall attend all regularly scheduled business meetings; shall serve as voting members on a maximum of two
253 committees; shall adhere to PHADA's Code of Ethics, as amended; and in general, perform such duties as referenced in the
254 Job Description.

255

256

ARTICLE X

257

BONDS

258

259 The Association shall provide to all officers of the Association charged with responsibility for custody of funds a fidelity
260 bond in such sum and with such surety as the Board of Trustees shall determine. The Board in its discretion may also provide
261 any other officer, agent or employee of the Association bond in such sum and with such surety as it shall determine.

262

263

ARTICLE XI

264

NOMINATIONS, ELECTIONS AND TERMS OF OFFICE

265

Section 1. Nominating Procedures and Ballot Structure

267

268 The President shall appoint a Nominating Committee of eleven (11) members not less than 150 days prior to the
269 applicable Annual Meeting. The Committee shall consist of a Chairperson and representation from each of the Department of
270 Housing and Urban Development Regions. Not less than four committee members shall be appointed from the Board of
271 Trustees. The Chair shall have voting rights only to break a tie vote of the Committee. Not less than 120 days prior to the
272 Annual Meeting, the Nominating Committee shall meet and select one or more nominees for the office of President, Sr. Vice
273 President, Vice President for Legislation, Vice President for Professional Development, Vice President for Housing, Vice
274 President for Membership, Secretary, and Treasurer. The nominating committee shall select no more than 20 nominees for
275 the Board of Trustees. Not less than 100 days prior to the Annual Meeting, the Secretary shall notify the membership of the
276 Committee's recommendations. The notice shall state the procedure by which additional names may be placed on the ballot.

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277 If petitions are received by the Chair of the nominating Committee 60 days prior to the Annual Meeting, and the petition
278 contains at least ten (10) names of qualified designees of PHAs and said petition is accompanied by a letter to the Secretary
279 accepting the nomination, the name shall be placed on the printed ballot.

280
281 The structure of the ballot shall be as follows:

- 282
- 283 • All names to be listed based on a lottery drawing as conducted by a third party official;
 - 284 • All incumbents to be noted by an asterisk;
 - 285 • Nominees and states shall be noted.
- 286

287 Not less than 45 days prior to the Annual Meeting, the Secretary shall notify the membership of the names to be placed
288 on the ballot at the Annual Meeting.

289 *Section 2. Elections*

291
292 Not less than 45 days prior to the Annual Meeting, the President shall appoint an Election Committee which shall be
293 chaired by the Secretary and shall consist of not less than three members. It shall be the duty of the Election Committee to
294 assure the compliance with all election procedures including, but not limited to, the following: qualification of all persons
295 casting a ballot (as specified in Article IV); certification of election results; conduct any recount requested by the Board of
296 Trustees or a majority of the members present.

297 Not less than 45 days prior to the Annual Meeting, the Secretary shall cause the Accounting Firm under contract with the
298 Association to mail a ballot to each member in good standing, containing the names of all nominees for the then vacant
299 trustee positions. Each member is authorized to cast one vote for each of the vacant trustee positions. The ballots are to be
300 returned directly to the offices of an accounting firm under contract with the Association for tabulation no later than fourteen
301 (14) calendar days prior to the Annual Meeting. Those persons so nominated and receiving a plurality of the votes cast shall
302 be deemed elected by the Secretary at the first session of the Annual Meeting.

303 Following certification of the results of the Trustees election, all Trustees, shall cast ballots for officers of the
304 Association from the Trustees. All Trustees must be physically present to vote for officers.

305 In the event that a nominee for an officer of the Association is not elected as a Trustee, and no other nominee exists, the
306 President shall take nominations from the floor at the meeting of the Trustees for the election of officers to fill that position.

307 *Section 3. Terms of Office*

309
310 The term of office for the Board of Trustees shall commence upon adjournment of the Annual Business Session at which
311 said Trustees were elected.

312 The Board of Trustees shall contain 50 Trustees. Forty Trustees shall be elected for terms of three years and 10 shall be
313 Trustees designated by the President in accordance with Section 4 of this article. Trustees shall serve until their successor has
314 been duly elected or until removal or replacement as provided under Article XII. The number of Trustees standing for
315 election at any election shall be staggered so that no more than one-half of the elected Board is subject to replacement at any
316 election.

317 The term of office for the officers of the Association shall be two years. The President shall not succeed himself in
318 office; and s/he shall not be eligible for nomination for any other office following the completion of term of office. Other
319 officers, with the exception of the Assistant Secretary, shall not serve more than two successive terms in any one office. All
320 officers shall serve until their successors are duly elected or appointed.

321 *Section 4. Trustees Designate*

323
324 The President shall, within ten (10) days of his/her election, submit to the Trustees a list of ten (10) Trustees-Designate
325 for consent whose terms in office shall be concurrent with the President so appointing said Trustees.

326 The President shall, in the submission of the ten (10) Trustees-Designate, use such appointments to correct any
327 imbalance in gender, minority, and geographic under-representation created by the regular election of Trustees.

328 The Trustees, upon receipt of the list of Trustees-Designate submitted by the President, shall within twenty (20) days,
329 confirm or reject said nominations, wholly or in part, and shall duly notify the Secretary who shall announce confirmation or
330 rejection by the majority of Trustees. Failure to return said list of Trustees-Designate by any Trustee shall be construed as an
331 affirmative vote for all nominated Trustees-Designate.

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332 Upon declaration of the Secretary, all confirmed Trustees-Designate shall assume their duties and have full rights and
333 responsibilities of all other Trustees.

334 **ARTICLE XII** 335 REMOVAL AND REPLACEMENT OF OFFICERS AND TRUSTEES

336 *Section 1. Change in Member Designee Status*

337
338 The member agency shall notify the association within 30 days of a change in designee.
339

340 *Section 2. Removal*

- 341
342
343
344 a. Any officer except an employee Assistant Secretary, Trustee, or agent elected by the membership or appointed by
345 the Board of Trustees or Executive Committee may be removed by a vote of two-thirds of the Trustees present at
346 any meeting of the Board whenever in its judgement the best interests of the Association will be served thereby. An
347 employee Assistant Secretary may be removed according to the termination provisions of the personnel policy in
348 effect at the time.
349
350 b. Absence of any member of the Board of Trustees from two consecutive Board Meetings shall be considered just
351 cause for removal from the Board, unless said member submits to the Secretary, via mail, fax, email, or other written
352 form, prior to the time of the Board Meeting, a request to be excused from the meeting. If the Secretary wishes to be
353 excused from a meeting, s/he shall send a written request to the President.
354
355 c. Absence of any Trustee from (3) three consecutive Board meetings shall be just cause for removal from the Board.
356
357 d. *Procedure for removal.* When either of the conditions in paragraph (b) and (c) above is met, the Secretary shall
358 notify the President, who shall notify the Trustee in question, in a timely fashion. The Trustee may then be removed
359 from office upon a majority vote of the Trustees present at a subsequent regular or special meeting.
360
361 e. Trusteeships shall remain in effect as long as said Trustee is in the employ of a member agency.
362

363 *Section 2. Replacement*

364
365 In the event that the office of a member of the Board of Trustees shall become vacant, such vacancy shall be filled by the
366 President with the Approval of the Board of Trustees at a duly called meeting of the Board. Said appointee shall serve the
367 unexpired term and said term, in the year of its expiration, shall be filled as set forth in Article XI. In the event a vacancy
368 occurs in the office of President, Senior Vice President, the four Vice Presidents, Secretary, Assistant Secretary, or Treasurer,
369 the President, or Sr. Vice President in the event of a resignation of the President, with the approval of the Executive
370 Committee shall appoint an interim replacement, with a permanent replacement elected by the Board of Trustees at its next
371 regular meeting.
372

373 **ARTICLE XIII** 374 STANDING COMMITTEES

375
376 To promote communication, effect a consistent direction on housing issues, and assist in the administration of the affairs
377 and meetings of the Association, there shall be nine (9) standing committees: Housing; Professional Development;
378 Legislation; Membership; Personnel; Meeting; Finance, Bylaws and Small PHA. All committees, other than the Personnel
379 Committee which is appointed by the President, may be made up of Trustees and non-Trustees. Trustees shall maintain a
380 majority number on all standing committees. Non-Trustees shall serve as a voting member on one standing committee.
381

382 *Section 1. Housing Committee*

383
384 The Housing Committee shall be responsible for review and examination of all factors affecting the general operational
385 and management issues pertaining to a Public Housing Authority. They shall make recommendations to the Board of the
386 levels of funding, regulations, and other interests of a Public Housing Agency.

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387 *Section 2. Professional Development Committee*

388

389 The Professional Development Committee shall be responsible for developing a code of ethics, educational programs,
390 training courses and, in general, promotion of the professionalization of the members and the Association.

391

392 *Section 3. Legislative Committee*

393

394 The Legislative Committee shall be responsible for monitoring and reporting in a timely manner key legislative and
395 regulatory issues of concern to the members of the Association. Upon direction of the President and the approval of the
396 Board, the Committee shall lobby Legislators, present position papers, transmit correspondence or present testimony on
397 issues affecting the operations of the members of the Association.

398

399 *Section 4. Membership Committee*

400

401 The Membership Committee shall serve the Association by recommending to the Board methods to maintain and
402 increase membership, guarantee geographical and minority representation and to promote meetings, seminars and
403 publications on housing related matters of interest to members and prospective members of the Association.

404

405 *Section 5. Personnel Committee*

406

407 The President shall appoint the Chairman of the Personnel Committee. The Personnel Committee will consist of the
408 Chairperson and not less than five (5) members. The duties of the Personnel Committee shall be as provided for by
409 Resolution of the Board of Trustees from time to time.

410

411 *Section 6. Parliamentary and Sergeants At Arms Committee*

412

413 a. The President shall appoint a Parliamentary and one or more Sergeants at Arms. The Parliamentary and Sergeant
414 at Arms must be present and functioning throughout the duration of each Executive Committee, Board of Trustees
415 and General Membership meeting.

416

417 b. Duties of the Parliamentary and Sergeants At Arms Committee are to maintain order during meetings and advise
418 the presiding officer on questions or procedure in transacting the business of the Association legally, efficiently and
419 impartially. The Parliamentary advises. The Presiding Officer rules.

420

421 *Section 7. Finance Committee*

422

423 a. The President shall appoint not less than five members to the Finance Committee which will be chaired by the
424 Treasurer.

425

426 b. The duties of the Finance Committee are: (1) Assist the Treasurer in preparation of the budget; (2) Assist the
427 Treasurer as appropriate with all duties conferred by Article IX, Section 6, and responsibilities assigned by the
428 Board of Trustees; (3) Protect the assets of the Association by annual audits and management reviews, internal
429 control procedures, and oversee asset management activities at the Washington office; (4) Prepare plans and make
430 recommendations to the Trustees on carrying out the duties of the Treasurer.

431

432 *Section 8. Small PHA Committee*

433

434 The President shall appoint the Chairperson of the Small PHA Committee. The Small PHA Committee will consist of the
435 Chairperson and not less than five (5) members. The duties of the Small PHA Committee shall be to make recommendations
436 to the Board concerning legislative, regulatory, professional development and membership issues that affect small housing
437 authorities.

438

439 *Section 9. Bylaws Committee*

440

441 The President shall appoint the Chairperson of the Bylaws Committee. The Bylaws Committee will consist of the
442 Chairperson and not less than five (5) members. The duties of the Bylaws Committee are:

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443 (1) To review and make recommendations for changes to the Bylaws of the Association to the Board of Trustees and the
444 General Membership on an annual basis.

445
446 (2) To enforce compliance with the Bylaws by Members, Officers and Committees of the Association.
447

448 *Section 10. Other Committees*

449
450 The President or the Board may from time to time create such other committees and task forces as s/he may determine to
451 be in the best interests of the Association.
452

453 *Section 11. Chairperson*

454
455 a. The chairperson of each standing committee shall be appointed as set forth in Sections 5, 6, 7, 8 and 9 above or in
456 Article IX, Section 3.

457
458 b. Each chairperson shall appoint a vice chairperson from the committee for the purpose of conducting association
459 business in the absence of the committee chairperson.
460

461 *Section 12. Committee Members*

462
463 Members of standing and other committees will be appointed by the respective chairpersons with the concurrence of the
464 entity (President or Board of Trustees) creating the committee. The creating entity may appoint additional members as they
465 may determine to be in the best interests of the Association.
466

467 **ARTICLE XIV** 468 **AFFIRMATIVE ACTION**

469
470 In all elections and committee appointments, it shall be the policy of the Association to actively seek representation from
471 minorities and under-represented genders.
472

473 **ARTICLE XV** 474 **AMENDMENTS**

475
476 These Bylaws may be amended only at the Annual Meeting or a Special Meeting called for that purpose. Proposed
477 amendments shall not be acted upon unless said amendments have been filed with the Secretary at least 45 days prior to the
478 date of said meeting. A copy of the proposed amendment shall be sent to each member of the Association at least ten (10)
479 days prior to the meeting. Proposed amendments may be ratified by an affirmative vote of two-thirds of the members present.
480 Said amendments shall become effective upon adoption.
481

482 **ARTICLE XVI** 483 **ORDER OF BUSINESS**

484
485 At all meetings, the order of business shall be conducted according to Robert's Rules of Order.
486

487 **ARTICLE XVII** 488 **FISCAL YEAR**

489
490 The Association's Fiscal Year shall end on September 30.