

Bylaws

of the

Public Housing Authorities Directors Association

Revised 6/6/08

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in New Orleans, Louisiana.

PHADA

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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, resident groups, housing development groups, housing advocacy groups, businesses, and other agencies and organizations to carry out policies and goals for affordable and 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 collect donations from members of the Association and other interested parties to provide funds for scholarships and other education related activities to students from low income households, in order to promote education, enrich the community and help low income persons to achieve self-sufficiency.
6. To promote professionalism of Public Housing Authority Directors;
7. 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.

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

59
60 *Section 2. Types of Membership*

61
62 a. Agency

63
64 Only a member agency's representatives (Executive Director or Designee) may vote or hold office in the Association,
65 except that the Assistant Secretary may be an employee of the Association. Regardless of who is designated, each PHA shall
66 have only one vote and only one representative of that PHA may hold office. Substitute representation shall not be permitted
67 at meetings of the Executive Committee or Board of Trustees.

68
69 b. Individual

70
71 All former Association members in good standing at the time of their retirement, leave of absence, resignation, or
72 termination from a PHA may be eligible for individual membership. Individual members shall have all rights of membership
73 except the right to vote and the right to hold office.

74
75 c. Affiliates

76
77 Private companies, consultants, law firms and other businesses with an interest in public and assisted housing policy are
78 eligible for affiliate membership. Such members shall have all rights of membership except the right to vote or hold office.

79
80 d. Friends of PHADA

81
82 Other national, state, and local organizations and individuals with an interest in public and assisted housing policy are
83 eligible for membership. Such members shall have all rights of membership except the right to vote or hold office.

84
85 *Section 3. Membership Dues*

86
87 a. Agency

88
89 The PHA shall be required to pay annual dues as determined by the Board of Trustees. Failure to pay annual dues within
90 90 days of the due date will terminate the membership.

91
92 b. Individual

93
94 Dues for individual members shall be as determined by the Board of Trustees.

95
96 c. Affiliates

97
98 Dues for Affiliate members shall be as determined by the Board of Trustees.

99
100 d. Friends of PHADA

101
102 Dues for Friends of PHADA shall be as determined by the Board of Trustees.

103
104 **ARTICLE V**
105 **MEETINGS**

106
107 *Section 1. Annual Membership Meeting*

108
109 The annual meeting of the members for the election of trustees and for the transaction of business shall be held during
110 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
111 hold the annual meeting at the time designated shall not work a forfeiture or dissolution of the Association; and, in the event

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112 of such failure the annual meeting shall be held at a time and place designated by the Board of Trustees. Notice shall be given
113 to each member at least thirty (30) days prior to the date of such meeting. A quorum for the transaction of business shall
114 consist of not less than one-third of the members registered for such meeting.

115
116 *Section 2. Regular Trustees Meetings*

117
118 Regular meetings of the Board of Trustees shall be held at regular intervals not less than three times per year. The
119 President shall set the time and place for the meeting. Members of the Board of Trustees shall be notified in writing of the
120 time and place for such meeting not less than thirty (30) days prior to the meeting. A quorum for the transaction of business
121 shall consist of not less than 50% plus one of the members of the Board of Trustees.

122
123 *Section 3. Special Trustees Meetings*

124
125 The President may, when s/he deems it necessary, call a special meeting of the Board of Trustees, and shall call a special
126 meeting upon the written request of twenty-five (25) percent of the Trustees. At special meetings, no business shall be
127 considered other than as stated in the Call, however, the Agenda may be extended only by a unanimous vote of those
128 Trustees present. The Call for the Special Meeting shall state the time, place and purpose of the meeting. Trustees shall be
129 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
130 the Secretary to cause notice to be given. A quorum for the transaction of business shall consist of not less than 50% plus one
131 of the members of the Board of Trustees.

132
133 *Section 4. Executive Committee Meetings*

134
135 Executive Committee Meetings shall be held from time to time as determined necessary. All members shall be notified
136 of the time, place and purpose of the meeting no less than five days prior to the meeting. A quorum for the transaction of
137 business at meetings of the Executive Committee shall consist of not less than five members of the Executive Committee.

138
139 **ARTICLE VI**
140 **BOARD OF TRUSTEES**

141
142 *Section 1. General Powers*

143
144 The corporate powers, property and affairs of the Association, subject to the limitations contained in the District of
145 Columbia Code, the Articles of Incorporation or these Bylaws, shall be exercised, conducted and controlled by a Board of
146 Trustees, each of whom shall be a member of the Association, and each of whom shall be a legal resident of the United
147 States.

148
149 *Section 2. Property Interest of Trustees and Other Members*

150
151 No Trustee or other Member of the Association shall have any right, title, or interest in or to any property or assets of the
152 Association, either prior to or at the time of any liquidation or dissolution of the Association, all of which properties and
153 assets shall at the time of any liquidation or dissolution vest in the Association's lawful successors or assigns as provided in
154 the Articles of Incorporation.

155
156 *Section 3. Non-liability for Debts*

157
158 The private property of the Officers, Trustees and Members shall be exempt from execution or other liability for any
159 debts of the Association and no Officer, Trustee or Member shall be liable or responsible for any debts or liabilities of the
160 Association.

161
162 *Section 4. Approval of Projects, Programs, and Expenditures*

163
164 Except as provided in these Bylaws (Article VII - Executive Committee) each project, program or expenditure to be
165 undertaken by the Association shall be subject to the prior approval of the Board of Trustees.

166

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167 *Section 5. Contracts*

168
169 Except as otherwise provided in these Bylaws, the Board may authorize any officer(s) or agent(s), in addition to the
170 officers so authorized by these Bylaws, to enter into any contract or execute and deliver up any instrument on behalf of the
171 Association, and such authority may be general or specific.

172
173 *Section 6. Committee Reports*

174
175 Committee reports and publications intended for distribution outside the Association shall be submitted to the Board of
176 Trustees before such publication or distribution is made. The Board of Trustees shall act with diligence on reports so
177 submitted and shall specify the method of distribution.

178
179 *Section 7. Gifts and Contributions*

180
181 The Board of Trustees may accept on behalf of the organization any contribution, gift, bequest, or devise for the general
182 purpose or any special purpose of the Association.

183
184 **ARTICLE VII**
185 **EXECUTIVE COMMITTEE**

186
187 The management of the business and affairs of the Association except as otherwise provided in the Bylaws, shall be
188 vested in the Executive Committee consisting of the following officers of the Association and the immediate Past President:
189 President, Senior Vice President, Vice President for Housing, Vice President for Legislation, Vice President for Professional
190 Development, Vice President for Membership, Secretary and Treasurer. The Executive Committee shall discharge the duties
191 of the Board of Trustees, but not incur debts, except for current expenses, unless specially authorized. It shall carry out the
192 policies of the Board of Trustees and shall report to same its acts, which shall become part of the records of the Association.

193
194 **ARTICLE VIII**
195 **OFFICERS**

196
197 The officers of the Association shall be a President, Sr. Vice President, Vice President for Housing, Vice President for
198 Legislation, Vice President for Professional Development, Vice President for Membership, Secretary, and Treasurer, each of
199 whom shall be a Trustee of the Association. These positions shall be elected according to Article XI of these Bylaws. The
200 Assistant Secretary, who shall be an employee of the Association, shall also be a nonvoting officer of the Association.

201
202 **ARTICLE IX**
203 **DUTIES OF OFFICERS AND TRUSTEES**

204
205 *Section 1. The President*

- 206
207 a. The President shall be the principal officer of the Association and shall supervise the business and affairs of the
208 Association; and, unless otherwise determined by the Board of Trustees, shall preside at all meetings of the
209 Executive Committee, Board of Trustees and all General Membership meetings.
- 210
211 b. The President shall sign on behalf of the Association all instruments authorized by the Board to be executed, except
212 in the case where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to
213 some other officer or agent of the Association or shall be required by law to be otherwise signed or executed.
- 214
215 c. The President shall in general perform all duties incident to the office of the President and such other duties as may
216 be directed by the Board.

217
218 *Section 2. Sr. Vice-President*

219
220 In the absence of the President or in the event of his/her inability or refusal to act, the Senior Vice President shall assume
221 and perform the duties of the President and when so acting, shall have the powers of, and be subject to, all the restrictions
222 upon the President.

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223
224 *Section 3. Vice Presidents*
225
226 There shall be four Vice Presidents with portfolio as in Article VIII of the Bylaws. The four Vice Presidents shall be
227 elected by the Trustees to chair the following Committees:
228

- 229 1. Legislation
230 2. Professional Development
231 3. Housing
232 4. Membership
233

234 It shall be the responsibility of the Vice Presidents to serve as chairpersons of their respective committees (See Article
235 XIII, Sections 1 through 4) and to act as liaison with the members with respect to issues being acted upon by the Association.
236 The Vice Presidents shall also perform such other duties as directed by the Board. In the event the President or Senior Vice
237 President refuses or is unable to act, the Vice Presidents shall assume and perform the duties of the President in the order
238 enumerated above.
239

240 *Section 4. The Secretary*

241
242 The Secretary shall: assure that all notices are duly given in accordance with these Bylaws or as required by law; keep
243 the minutes of all Executive Committee, Board of Trustees and General Membership meetings; keep an attendance record at
244 said meetings; distribute copies of said minutes within a reasonable period of time but not to exceed 45 days following such
245 meeting; act as custodian of the corporate books, records and of the seal of the Association and affix the seal, the execution of
246 which on behalf of the Association under his/her signature is duly authorized in accordance with the provisions of these
247 Bylaws; maintain an up-to-date register of the names and addresses of all members; keep on file a complete copy of the
248 Articles of Incorporation and Association Bylaws containing all amendments thereto for inspection by any officer, trustee or
249 member; chair the elections committee; and, in general, perform all duties incident to the office of Secretary, and such other
250 duties as may be directed by the Board.
251

252 *Section 5. The Assistant Secretary*

253
254 The Assistant Secretary, who shall be the Executive Director of the Association, shall perform any and all of the duties
255 of the Secretary in the latter's absence or disability, and shall perform such other duties as may be directed by the President,
256 the Secretary or the Board of Trustees. S/he shall notify the Secretary immediately of all such acts and shall file a written
257 report of such acts with the Executive Committee at its meeting next following the performance of any of the Secretary's
258 duties.
259

260 *Section 6. The Treasurer*

261
262 The Treasurer shall: have custody of and be responsible for all funds and securities of the Association, except as
263 otherwise authorized by the Board of Trustees; shall countersign all negotiable instruments; be responsible for the receipt of
264 and the issuance of receipts for all monies in the name of the Association in such banks, trusts or other depositories, as shall
265 be selected in accordance with the provisions of these Bylaws. The Treasurer shall submit to the Board of Trustees for their
266 approval, an investment policy statement designed to have all investments in conformity with that which is the acceptable
267 practice of Public Housing Authorities as restricted by the United States Department of Housing and Urban Development;
268 submit a certified balance sheet and operating statement at the annual meeting or whenever requested by a majority of the
269 Board of Trustees; report at each meeting of the Board of Trustees the cash disbursements which have occurred since the
270 previous report and request Board ratification of all such disbursements; ensure that an annual audit is performed by an
271 independent certified public accountant and, perform all duties incident to the office of Treasurer, and such other duties as
272 may be assigned by the Board. The Treasurer shall chair the Finance Committee.
273

274 *Section 7. Trustees*

275
276 Trustees shall attend all regularly scheduled business meetings; shall serve as voting members on a maximum of two
277 committees; shall adhere to PHADA's Code of Ethics, as amended; and in general, perform such duties as referenced in the
278 Job Description.

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ARTICLE X BONDS

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

ARTICLE XI NOMINATIONS, ELECTIONS AND TERMS OF OFFICE

Section 1. Nominating Procedures and Ballot Structure

The President shall appoint a Nominating Committee of eleven (11) members not less than 150 days prior to the applicable Annual Meeting. The Committee shall consist of a Chairperson and representation from each of the Department of Housing and Urban Development Regions. Not less than four committee members shall be appointed from the Board of Trustees. The Chair shall have voting rights only to break a tie vote of the Committee. Not less than 120 days prior to the Annual Meeting, the Nominating Committee shall meet and select one or more nominees for the office of President, Sr. Vice President, Vice President for Legislation, Vice President for Professional Development, Vice President for Housing, Vice President for Membership, Secretary, and Treasurer. The nominating committee shall select no more than 20 nominees for the Board of Trustees. Not less than 100 days prior to the Annual Meeting, the Secretary shall notify the membership of the Committee's recommendations. The notice shall state the procedure by which additional names may be placed on the ballot. If petitions are received by the Chair of the nominating Committee 60 days prior to the Annual Meeting, and the petition contains at least ten (10) names of qualified designees of PHAs and said petition is accompanied by a letter to the Secretary accepting the nomination, the name shall be placed on the printed ballot.

The structure of the ballot shall be as follows:

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

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

Section 2. Elections

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

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

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

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

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332 *Section 3. Terms of Office*

333
334 The term of office for the Board of Trustees shall commence upon adjournment of the Annual Business Session at which
335 said Trustees were elected.

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

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

345

346 *Section 4. Trustees Designate*

347

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

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

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

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

358

359

ARTICLE XII

360

REMOVAL AND REPLACEMENT OF OFFICERS AND TRUSTEES

361

362 *Section 1. Change in Member Designee Status*

363

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

365

366 *Section 2. Removal*

367

368 a. Any officer except an employee Assistant Secretary, Trustee, or agent elected by the membership or appointed by
369 the Board of Trustees or Executive Committee may be removed by a vote of two-thirds of the Trustees present at
370 any meeting of the Board whenever in its judgment the best interests of the Association will be served thereby. An
371 employee Assistant Secretary may be removed according to the termination provisions of the personnel policy in
372 effect at the time.

373

374 b. Absence of any member of the Board of Trustees from two consecutive Board Meetings shall be considered just
375 cause for removal from the Board, unless said member submits to the Secretary, via mail, fax, email, or other written
376 form, prior to the time of the Board Meeting, a request to be excused from the meeting. If the Secretary wishes to be
377 excused from a meeting, s/he shall send a written request to the President.

378

379 c. Absence of any Trustee from (3) three consecutive Board meetings shall be just cause for removal from the Board.

380

381 d. *Procedure for removal.* When either of the conditions in paragraph (b) and (c) above is met, the Secretary shall
382 notify the President, who shall notify the Trustee in question, in a timely fashion. The Trustee may then be removed
383 from office upon a majority vote of the Trustees present at a subsequent regular or special meeting.

384

385 e. Trusteeships shall remain in effect as long as said Trustee is in the employ of a member agency.

386

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387 *Section 2. Replacement*

388
389 In the event that the office of a member of the Board of Trustees shall become vacant, such vacancy shall be filled by the
390 President with the Approval of the Board of Trustees at a duly called meeting of the Board. Said appointee shall serve the
391 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
392 occurs in the office of President, Senior Vice President, the four Vice Presidents, Secretary, Assistant Secretary, or Treasurer,
393 the President, or Sr. Vice President in the event of a resignation of the President, with the approval of the Executive
394 Committee shall appoint an interim replacement, with a permanent replacement elected by the Board of Trustees at its next
395 regular meeting.

396
397 **ARTICLE XIII**
398 **STANDING COMMITTEES**
399

400 To promote communication, effect a consistent direction on housing issues, and assist in the administration of the affairs
401 and meetings of the Association, there shall be ten (10) standing committees: Housing; Professional Development;
402 Legislation; Membership; Personnel; Meeting; Finance; Bylaws; Small PHA and Scholarship. All committees, other than the
403 Personnel Committee which is appointed by the President, may be made up of Trustees and non-Trustees. Trustees shall
404 maintain a majority number on all standing committees. Non-Trustees shall serve as a voting member on one standing
405 committee.

406
407 *Section 1. Housing Committee*

408
409 The Housing Committee shall be responsible for review and examination of all factors affecting the general operational
410 and management issues pertaining to a Public Housing Authority. They shall make recommendations to the Board of the
411 levels of funding, regulations, and other interests of a Public Housing Agency.

412
413 *Section 2. Professional Development Committee*

414
415 The Professional Development Committee shall be responsible for developing a code of ethics, educational programs,
416 training courses and, in general, promotion of the professionalization of the members and the Association.

417
418 *Section 3. Legislative Committee*

419
420 The Legislative Committee shall be responsible for monitoring and reporting in a timely manner key legislative and
421 regulatory issues of concern to the members of the Association. Upon direction of the President and the approval of the
422 Board, the Committee shall lobby Legislators, present position papers, transmit correspondence or present testimony on
423 issues affecting the operations of the members of the Association.

424
425 *Section 4. Membership Committee*

426
427 The Membership Committee shall serve the Association by recommending to the Board methods to maintain and
428 increase membership, guarantee geographical and minority representation and to promote meetings, seminars and
429 publications on housing related matters of interest to members and prospective members of the Association.

430
431 *Section 5. Personnel Committee*

432
433 The President shall appoint the Chairman of the Personnel Committee. The Personnel Committee will consist of the
434 Chairperson and not less than five (5) members. The duties of the Personnel Committee shall be as provided for by
435 Resolution of the Board of Trustees from time to time.

436
437 *Section 6. Parliamentary and Sergeants At Arms Committee*

438
439 a. The President shall appoint a Parliamentary and one or more Sergeants at Arms. The Parliamentary and Sergeant
440 at Arms must be present and functioning throughout the duration of each Executive Committee, Board of Trustees
441 and General Membership meeting.

442

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

446
447 *Section 7. Finance Committee*

- 448
449 a. The President shall appoint not less than five members to the Finance Committee which will be chaired by the
450 Treasurer.
451
452 b. The duties of the Finance Committee are: (1) Assist the Treasurer in preparation of the budget; (2) Assist the
453 Treasurer as appropriate with all duties conferred by Article IX, Section 6, and responsibilities assigned by the
454 Board of Trustees; (3) Protect the assets of the Association by annual audits and management reviews, internal
455 control procedures, and oversee asset management activities at the Washington office; (4) Prepare plans and make
456 recommendations to the Trustees on carrying out the duties of the Treasurer.

457
458 *Section 8. Small PHA Committee*

459
460 The President shall appoint the Chairperson of the Small PHA Committee. The Small PHA Committee will consist of the
461 Chairperson and not less than five (5) members. The duties of the Small PHA Committee shall be to make recommendations
462 to the Board concerning legislative, regulatory, professional development and membership issues that affect small housing
463 authorities.

464
465 *Section 9. Bylaws Committee*

466
467 The President shall appoint the Chairperson of the Bylaws Committee. The Bylaws Committee will consist of the
468 Chairperson and not less than five (5) members. The duties of the Bylaws Committee are:
469 (1) To review and make recommendations for changes to the Bylaws of the Association to the Board of Trustees and the
470 General Membership on an annual basis.

- 471
472 (2) To enforce compliance with the Bylaws by Members, Officers and Committees of the Association.

473
474 *Section 10. Scholarship Committee*

475
476 The President shall appoint the Chairperson of the Scholarship Committee. The Scholarship Committee will consist of
477 the Chairperson and not less than five (5) members. The Scholarship Committee shall recommend to the Board:

- 478
479 (1) The number and amount of annual scholarships to be awarded.
480
481 (2) The criteria to be used in selecting scholarship recipients.
482
483 (3) After receiving and reviewing applications for scholarships, the applicants to receive scholarships.
484
485 (4) Activities to generate publicity in connection with the awarding of scholarships.

486
487 *Section 11. Other Committees*

488
489 The President or the Board may from time to time create such other committees and task forces as s/he may determine to
490 be in the best interests of the Association.

491
492 *Section 12. Chairperson*

- 493
494 a. The chairperson of each standing committee shall be appointed as set forth in Sections 5, 6, 7, 8, 9 and 10 above or
495 in Article IX, Section 3.
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497 b. Each chairperson shall appoint a vice chairperson from the committee for the purpose of conducting association
498 business in the absence of the committee chairperson.
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BYLAWS OF THE PUBLIC HOUSING AUTHORITIES DIRECTORS ASSOCIATION

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Section 13. Committee Members

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

ARTICLE XIV
AFFIRMATIVE ACTION

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

ARTICLE XV
AMENDMENTS

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

ARTICLE XVI
ORDER OF BUSINESS

At all meetings, the order of business shall be conducted according to Robert’s Rules of Order.

ARTICLE XVII
FISCAL YEAR

The Association’s Fiscal Year shall end on September 30.