

# **FAHRO**

## **FLORIDA ASSOCIATION OF HOUSING AND REDEVELOPMENT OFFICIALS BY-LAWS**

### **ARTICLE I - Name**

The name of the Association shall be the Florida Association of Housing and Redevelopment Officials, Inc., hereinafter called "FAHRO" or the "Association."

### **ARTICLE II - Mission Statement**

#### **Section 1. The Association**

FAHRO is committed to the professional development of the people who provide public, assisted, and other affordable housing in Florida, by offering a network for increased communication and education. FAHRO will continue to support legislation for the improvement and development of affordable housing and economic opportunities.

#### **Section 2. Objectives**

- A. To foster and promote the interest of subsidized housing, community development, redevelopment, and affordable housing in Florida, Puerto Rico, and the Virgin Islands.
- B. To provide a clearing-house for the exchange of ideas and experience thus achieving a better understanding of the challenges of subsidized housing, community development, and redevelopment in Florida, Puerto Rico, and the Virgin Islands.
- C. To work for improvement in administrative practices and policies relative to planning, construction and management of programs of subsidized housing, community development, and redevelopment in Florida, Puerto Rico, and the Virgin Islands.
- D. To work for a more effective, cooperative, and complete working relationship between subsidized housing, redevelopment, and community development officials, and the agencies and departments of state and federal government, as well as other industry partners.
- E. To recommend state and federal legislation which will promote a decent, safe, and affordable living environment for all citizens.

### **ARTICLE III - Membership**

#### **Section 1. Agency Members**

Agency members, defined as any legally constituted subsidized housing, redevelopment, public housing agency or non profit housing agency resident in Florida, Puerto Rico, or the Virgin Islands, shall be eligible for membership in the Association. Agencies shall be represented by their Executive Director, CEO or other duly appointed representative.

#### **Section 2. Associate Members**

Associate members (without voting privileges) may be individuals or corporations interested in the programs of assisted housing, community development, redevelopment or public housing agencies.

### **Section 3. Classifications of Associate Members**

There are four classifications of associate members:

A. Commercial/Corporate/Professional

B. Individual

C. Honorary: Limited to those individuals who are not eligible as agency members; and who have distinguished themselves in promoting the objectives of FAHRO, low-income, or affordable housing. Nominations for this award may be made by an agency member to the FAHRO Board of Directors at least 90 days prior to the Annual Meeting, and must be supported by a narrative summary. The Board may approve or disapprove the nomination by a majority vote. The selected person, or persons, will be duly recognized at the Annual Meeting and will have the registration fee for attendance at the meeting waived. Honorary membership may be revoked by a 2/3 vote of the Board.

D. Lifetime: Limited to (1) Past FAHRO Presidents; and (2) any executive director, commissioner, or staff employee who has served in an exemplary manner, was a member of FAHRO for 20 years or more, who is no longer active in a housing related or community development agency, who is recommended for lifetime membership by the Board, and elected by the voting delegates at the Annual Meeting. No dues will be collected from Lifetime members, and they may attend the Annual Meeting upon payment of the member registration fee. Lifetime membership may be revoked for conduct unbecoming of a member. To revoke membership, a 2/3 vote of agency members at any duly held meeting is required.

## **ARTICLE IV - Meetings**

### **Section 1. Annual Meeting**

The Association shall hold an Annual Meeting at a time and place to be designated by the Board of Directors.

### **Section 2. Special Meetings**

The Board of Directors may call Special Meetings of the Association as deemed necessary or helpful, and shall call such special meetings upon the written request of five or more agency members. The written notice of such special meetings shall state the purpose of the meeting and shall be distributed to each member at least ten (10) calendar days prior to the date of such meeting. Actions taken at a Special Meeting shall be restricted to the business announced in said notice of such meeting. In the event attendance at such special meeting comprises at least one half plus one of the total agency members, then upon the majority vote of those present, a Special Meeting may be permitted to act on business other than that which was specified in the aforesaid notice of Special Meeting.

### **Section 3. Quorum**

The presence in person or by proxy of twenty-five percent (25%) plus one of the agency members shall constitute a quorum for the transaction of business.

### **Section 4. Voting**

Each agency member in good standing at the time of the meeting shall have one vote. The vote of each agency member shall be cast by the representative designated by such agency.

### **Section 5. Proxy**

In the event an agency representative cannot be present at the meeting and is not on-site at the location for the meeting, such agency may cast their agency vote by providing a written proxy to the person who is to cast such vote. Written proxies shall be subject to the rules and procedures determined by the Board, and presented to the presiding officer at the convening of such meeting.

## **ARTICLE V – Dues & Expenditures**

### **Section 1. Setting Dues**

Association annual dues for agency and associate members shall be set and/or amended by the Board of Directors effective October 1. Dues may only be amended after Board review of agency member comments and after receiving the votes of at least seven (7) Board members.

### **Section 2. Notice of Changes**

A written notice of proposed amendment of dues shall be distributed to each member at least ten (10) calendar days in advance, and shall include the meeting date and location where the proposed amendment is to be considered.

### **Section 3. Budgetary Authority**

The President shall be authorized to incur or direct others to incur expenses necessary for the proper conduct of the Association's business.

### **Section 4. Travel**

Staff travel in direct support of the Association's business shall be paid in accordance with any authorized contracts or employment agreements.

### **Section 5. Fiscal Records**

The budgets, income, and expenditure reports shall be set up in a professional format with procedures to be established in accordance with accepted accounting procedures.

## **ARTICLE VI - Board of Directors**

### **Section 1. Composition**

The Board of Directors of the Association shall include the President, President-Elect, Vice-President/Treasurer, Vice-President/Secretary, Immediate Active Past President, eight At Large Members and the Executive Director as a non voting member. At least one Board member shall be a Commissioner of an agency member. Associate members may not be elected to the Board of Directors.

### **Section 2. Election**

The officers and members of the Board of Directors shall be elected at the Annual Meeting of the Association upon affirmative vote of the majority of the agency members present.

### **Section 3. Number of Members and Qualifications**

The number of the Board of Directors of the Association shall be thirteen (13). Each member of the Board of Directors shall be an employee or a Commissioner of an agency member.

#### **Section 4. Term of Office**

The officers and members of the Board of Directors shall be elected for a term of two years, and shall take office October 1st following their election.

#### **Section 5. Attendance**

Attendance of Directors and Officers at all Board of Directors' meetings is essential for the proper conduct of the Association's business. Directors and Officers of the Board shall not be allowed to send proxies in their absence. Any Director or Officer who fails to attend three (3) meetings, shall automatically be dismissed from their position. The vacancy created by this dismissal shall be filled pursuant to Section 6 of this Article.

#### **Section 6. Vacancies**

Any vacancy (except President-Elect) on the Board of Directors may be filled for the unexpired term by a majority vote of the remaining Officers and Directors. If a vacancy occurs in the President-Elect position, that vacancy shall be filled by a majority vote of agency members at a Special Meeting where quorum exists.

#### **Section 7. Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business, except for setting dues (see Article V, Section 1).

#### **Section 8. General Powers**

The Board of Directors shall exercise all corporate powers for the execution of the business affairs of the Association between Annual Meetings, with the exception of the Annual Meeting site selection (see Article IX, Section 3). The Board may delegate any or all of their powers to individuals, officers, committees, or the Executive Director; however, such delegation shall not relieve the Board of accountability for the affairs of the Association.

#### **Section 9. Removal from Office**

Any officer or member of the Board may be removed by a majority vote of agency members present at a special meeting where quorum exists. A Special Meeting will be called for such purpose upon written request from a majority of the Board, or upon written request from five (5) or more agency members.

### **ARTICLE VII - Officers**

#### **Section 1. Officers**

The Officers of the Association shall be President, President-Elect, Vice President/Treasurer and Vice President/Secretary.

#### **Section 2. President**

The President is the chief elected officer of the Association, Chairman of the Board of Directors, and an ex officio member of all committees. The President shall preside at all Association meetings and meetings of the Board of Directors, and have the responsibility to oversee compliance with the By-Laws, and ensure that the business affairs of the Association are timely discharged. The President shall also perform such other duties incident to the office or as may be prescribed by the Board of Directors.

### **Section 3. President-Elect**

The President-Elect, in the absence of the President, shall execute all the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions placed upon the President. The President-Elect will also be responsible for the planning, coordination and/or oversight of all meetings and workshops, including working in conjunction with the Executive Director and host to insure quality programs within budgetary constraints. The President-Elect shall also oversee the proper operations and execution of the Association's committees. The President-Elect will automatically ascend to the position of President in the next election cycle.

### **Section 4. Vice-President/Treasurer**

The Vice President/Treasurer shall be responsible for oversight of the Association's financial resources, insuring that the Executive Director properly accounts for all funds and expenditures, timely prepares budgets and financial reports, and causes the books to be prepared for audit. The Vice President/Treasurer will insure that an audit firm is engaged for the annual audit, and with the Executive Director, insure that a proper and timely audit is conducted. The Vice President/Treasurer and Executive Director shall develop strategies for financial solvency of the Association's operations, and prepare appropriate reports for Board and/or membership review. The Vice President/Treasurer shall keep the President and Board advised of the Association's financial position and make recommendations for policy changes to insure solvency.

### **Section 5. The Vice President/Secretary**

The Vice President/Secretary shall be responsible for oversight of the Association's records, and shall work with the Executive Director to ensure that membership lists, records, and property are properly maintained. The Vice President/Secretary shall cause the minutes of the Annual, Special and Board meetings to be properly recorded. The Vice President/Secretary shall perform such other duties as the President or Board may direct.

## **ARTICLE VIII - Executive Director**

The Executive Director, who shall serve as the corporate Secretary, shall be appointed/engaged by the Board of Directors of the Association. The Executive Director, under the direction of the Vice President/Secretary, shall maintain minutes of the meetings of the Board of Directors and the Association; the names and addresses of the members; and all of the books and records giving adequate and correct accounting of the properties, monies, and business transactions of the Association. Further, the Executive Director, under the direction of the Vice President/Treasurer, shall receive monies due the Association, depositing the same into the Association's accounts, and disbursing monies which have been authorized by the Board. The Executive Director shall also render through the Vice President/Treasurer, to the President and Board of Directors whenever requested, an accounting of all transactions and the financial condition of the Association. The Executive Director shall, in general, have such other powers and perform duties as may from time to time be assigned by the Board of Directors and/or the President.

## **ARTICLE IX - Committees**

### **Section 1. Nominating Committee**

The Nominating Committee shall be composed of five (5) representatives. One (1) representative shall be the Immediate Active Past President of FAHRO, who shall act as chairperson, and four (4) representatives, who shall be nominated and elected by the general membership during the previous

Annual Meeting. All five Nominating Committee representatives shall be from different member agencies, who have been members in good standing of FAHRO for the previous three consecutive years, and there shall be at least one representative from each region. Members of the Nominating Committee shall be ineligible for nomination to serve on the Board of Directors for the cycle for which they are proposing a slate. The nominees selected by the Nominating Committee will be announced to the membership through written publication, no less than thirty (30) days prior to the Annual Meeting. Vacancies in the Nominating Committee shall be filled by appointment of the President, with the consent of the Board of Directors.

## **Section 2. Budget & Audit Committee**

The current President shall be responsible and oversee the preparation of a budget of anticipated income and expense for the subsequent fiscal year, directing the Treasurer and Executive Director to prepare the budget with the assistance of a budget committee made up of members of the Board of Directors and/or past presidents for this purpose. The proposed budget shall be approved by the Board of Directors and published to the membership for review at the Annual Meeting. The approved budget shall be the budget for the ensuing year unless amended by the Board of Directors. The President, for fiscal and budgetary expediency, shall have the authority to revise any budget activity, not exceeding a 10% cap without prior approval of the Board of Directors.

## **Section 3. Site Selection Committee**

The Site Selection Committee shall be composed of the President, President-Elect, Immediate Active Past President, and the Executive Director, who shall review and select sites for Annual Meetings and workshops. The committee may negotiate engagements up to three years in advance, and may sign contracts for such engagements with the consent of the Board.

## **Section 4. Past President's Council**

The Past President's Council shall be composed of past presidents still active in a member agency. Recommendations made from this committee will be submitted to the Board of Directors by the Immediate Active Past President, as a representative of the committee.

## **Section 5. Associate Member Advisory Council**

The Associate Member Advisory Council shall be composed of not less than three (3) and not more than nine (9) associate members appointed by the President with the consent of the Board. Recommendations made from this committee will be submitted to the Board of Directors by a chosen representative, who will act as an ex-officio member of the Board. The members of this committee shall serve at the leisure of the President.

## **Section 6. SERC Representatives & Committees**

The SERC Representative shall be any member of the Board appointed by a majority of the Board of Directors. SERC Committee members shall be appointed by the President with the consent of the Board no later than October 1st. SERC Committee members will be required to file Committee reports at regularly scheduled Board meetings.

## **Section 7. Ad Hoc Committees**

The President may appoint such committees as are deemed necessary for the proper conduct of the business and objectives of the Association. Such committees and their members shall serve at the leisure of the President.

**ARTICLE X - Procedure**

At the discretion of the President, "Robert's Rules of Order Newly Revised" shall govern the proceedings of the Association. The President shall appoint a Parliamentarian with whom he or she can consult on the rules or parliamentary procedure.

**ARTICLE XI - Seal**

The "Seal" of the Florida Association of Housing and Redevelopment Officials shall be circular in shape and shall bear the wording "Florida Association of Housing and Redevelopment Officials, Inc."

**ARTICLE XII - Amendments**

The By-Laws of the Association may be amended by a majority vote of the agency members present at any duly held meeting where a quorum is present, and where written notice of the proposed amendment(s) has been distributed to the membership at least ten (10) calendar days in advance.

**ARTICLE XIII - Audit**

At the end of each fiscal year, books of accounts shall be audited by an independent auditing firm and presented at the first Board of Directors meeting following completion of the report.