

BY-LAWS
OF NJ-NAHRO, INC.

ARTICLE I

NAME AND JURISDICTION

Section 1. The name of this chapter corporation of the National Association of Housing and Redevelopment Officials ("NAHRO") shall be NJ-NAHRO, Inc. ("Corporation").

Section 2. The Corporation shall operate within the geographic area of the State of New Jersey.

ARTICLE II

OBJECTIVES AND PURPOSES

Toward the attainment of the provisions of adequate housing for the entire people and toward the attainment of sound communities through the processes of development, preservation, conservation, rehabilitation, and redevelopment, the purposes of the Corporation shall be:

- (1) To improve the standards and practice of all phases of administration directly related to the above objectives;
- (2) To develop and improve the professional standards involved in the administration of programs to achieve the above objectives;
- (3) To strengthen the capacity of NAHRO and the Corporation at all levels to provide for (a) the exchange of knowledge and

- results of experience; (b) the conduct of meetings, training and educational programs for the exchange of information; (c) the improvement of program administration and (d) the enhancement of professional development opportunities;
- (4) To facilitate effective relationships among all levels of government in the development and execution of housing and community development responsibilities;
 - (5) To cooperate and collaborate with other agencies, associations, and groups, both public and private, having similar or related purposes.

ARTICLE III

MEMBERSHIP: QUALIFICATIONS, VOTING, DUES

Section 1. Any individual or agency who is an active member in good standing of NAHRO, and who resides or is employed within the geographical area of the Corporation shall be an active member of the Corporation upon payment of such dues as may be established by the Corporation as hereinafter provided.

Every active member shall have full voting rights, provided that in the case of an active agency member the vote is cast by its designated representative, and is eligible to participate in all activities open to the membership.

Every active individual member shall be eligible to hold any office in the Corporation.

Section 2. Any individual or agency who is an affiliate member of NAHRO, and/or resides or is employed within the geographical area of the Corporation, shall be an affiliate member of the Corporation upon payment of such dues as may be established by the Corporation as hereinafter provided.

Every affiliate member shall have all the rights of active members except the right to vote and the right to hold office.

Section 3. Membership dues shall be established, from time to time, by the Board of Trustees of the Corporation for the operation of the Corporation. Payment of the established dues shall entitle members to all the rights of their membership class.

Section 4. To remain a member in good standing, the Corporation dues shall be paid not more than three (3) months past the date of the receipt, by the member, of written notification of dues payment.

ARTICLE IV

BOARD OF TRUSTEES: TRUSTEES, RESPONSIBILITIES, MEETINGS, QUORUM, VOTING, VACANCIES

Section 1. The control of the affairs of the Corporation shall be vested in the Board of Trustees, consisting of the Officers of the Corporation, who shall be active individual members of NAHRO, eleven (11) additional members who shall be

generally representative of the program, professional, and special interests of the Corporation members, and the one (1) immediate Past President of the Corporation who is still active in the field. The Regional President shall be an ex-officio Trustee of the Board of Trustees.

Section 2. The Board of Trustees shall establish procedures for the (a) maintenance of records and accounts, (b) receipt and expenditure of funds, (c) levying of dues, (d) periodic reporting of Corporation affairs to the membership, and it shall otherwise plan and account for the activities of the Corporation, including the employment of staff.

Section 3. The Board of Trustees shall establish procedures for the selection of Corporation representative(s) to the required regional standing committees.

Section 4. The Board of Trustees shall hold not less than two regular meetings each year, at least one of which will be held at the time and place of the annual meeting of the Corporation. Notice of a regular meeting shall be mailed to each Trustee not less than ten (10) days before the meeting date.

Special meetings of the Board of Trustees may be called by the President at any time or by the Secretary upon the written request of at least one-fourth of the Board of Trustees. The Notice of Special Meeting shall specify the time and place of the meeting and the business to be conducted.

Section 5. At any meeting of the Board of Trustees, the presence of four (4) of the Officers, or one-third (1/3) of the

Board of Trustees, exclusive of ex-officio members, shall constitute a quorum for the purpose of transacting business of the Corporation. Each Trustee of the Board of Trustees shall be entitled to one (1) vote. In order for a Trustee's vote to be counted, the Trustee must be present.

Section 6. Vacancies in the Board of Trustees occurring between annual meetings shall be filled by a majority of the remaining Trustees.

Section 7. The Board of Trustees may appoint by majority vote an executive committee ("Executive Committee") which shall have at least one (1) or more members, to exercise all the authority of the Board of Trustees in compliance with all statutory limitations.

Section 8. A Trustee may resign by written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at a subsequent time as shall be specified in the notice of resignation.

Section 9. Any trusteeship to be filled by reason of an increase in the number of Trustees shall be filled by election at the annual or biennial meeting or at a special meeting called for that purpose. A Trustee elected by the Board of Trustees to fill the trusteeship shall hold office until the next succeeding annual or biennial meeting and until a successor is elected and qualified.

Section 10. One (1) or more of the Trustees may be removed for cause by the affirmative vote of a majority of the Trustees,

exclusive of the Trustee in question. The Board of Trustees may remove Trustees for cause and suspend Trustees pending a final determination that cause exists for removal.

Section 11. A. No contract or other transaction between a corporation and one (1) or more of its Trustees, or between a corporation and any domestic or foreign corporation, firm, corporate business entity or association of any type or kind in which one (1) or more of its trustees are Trustees of this Corporation or are otherwise interested, shall be void or voidable solely by reason of the common trusteeship or interest, or solely because the Trustee or Trustees are present at the meeting of the Board of Trustees or a committee thereof which authorizes or approves the contract or transaction, or solely because the Trustee's or Trustees' votes are counted for that purpose, if the contract or other transaction is fair and reasonable as to the Corporation at the time it is authorized, approved or ratified and the fact of the common trusteeship or interest is disclosed or known to the Board of Trustees or committee and the Board of Trustees or committee authorizes, approves, or ratifies the contract or transaction by unanimous written consent, provided at least one (1) Trustee so consenting is disinterested, or by affirmative vote of a majority of the disinterested Trustees, even though the disinterested Trustees be less than a quorum;

B. Common or interested Trustees may be counted in determining the presence of a quorum at a Board of Trustees or

committee meeting at which a contract or transaction described in subsection A of this section is authorized, approved or ratified.

C. The Board of Trustees, by the affirmative vote of a majority of Trustees, in office and irrespective of any personal interest of any of them, shall have authority to establish reasonable compensation of Trustees for services rendered to the Corporation as Trustees, Officers, or otherwise.

Section 12. The Board of Trustees or any committee of the Board of Trustees may act without a meeting if, prior or subsequent to the action, each Trustee or committee member shall consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting.

ARTICLE V

OFFICERS: NAME, DUTIES

Section 1. The Officers of the Corporation shall be the President, Senior Vice President, Six (6) Vice Presidents, Recording Secretary, Corresponding Secretary, and Treasurer, who shall be active individual members in good standing of the Corporation.

Section 2. It shall be the duty of the President to preside at all meetings of the Corporation; to create and appoint such special committees as may, from time to time, be necessary for the conduct of the affairs of the Corporation; to implement such procedures, policies, and activities as may be adopted or approved by the Board of Trustees of the Corporation; and to report

periodically to the membership on the accounts and general business of the Corporation.

Section 3. The Senior Vice President shall preside in the absence of the President at all meetings of the Corporation, shall succeed the President in office if he cannot complete his term until the next annual meeting, and perform such other duties as may from time to time be assigned by the President or the Board of Trustees.

Section 4. Vice Presidents with Portfolio. Each of the Six (6) Vice Presidents shall be responsible for the conduct of the standing committees from which they were elected and shall serve as chairperson of such standing committees.

Section 5. The Treasurer shall be responsible for maintaining the financial reports and accounts of the Corporation, and performing such other duties as may be required by the President or the Board of Trustees.

Section 6. The Recording Secretary shall be responsible for maintaining the minutes and records of the Corporation, and performing such other duties as may be required by the President or Board of Trustees;

Section 7. The Corresponding Secretary shall be responsible for preparing any and all correspondence required by the Board of Trustees, and performing such other duties as may be required by the President or Board of Trustees.

ARTICLE VI

MEETINGS

Section 1. Regular meetings of the members of the Corporation shall be held at such times and places as may be fixed by the Executive Committee.

Section 2. Special meetings of the members of the Corporation may be called at any time by the Secretary on the order of the President or on the signed petition of ten (10) members. The Secretary shall give notice of the time, place, and purpose of regular or special meetings at least ten (10) days prior thereto.

Section 3. A regular meeting may be postponed by order of the President or by a notice signed by three officers, or by a petition signed by one-third (1/3) of the members.

Section 4. A special meeting which the public is invited to attend may be held at any time if approved by majority vote of members at any meeting, a quorum being present, or if approved by the Executive Committee.

Section 5. The annual meeting shall be held within sixty (60) days of the annual conference of the National Association of Housing and Redevelopment Officials, and the official Corporation year shall be from January 1. At the annual meeting, the Officers shall report on their accounts and the general business of the Corporation, and such other business shall be transacted as may be brought before the meeting.

Section 6. One-fourth (1/4) of the members on the roll of the Corporation shall constitute a quorum at any regular, annual or special meeting of the Corporation.

Section 7. A quorum must be present at any meeting at which business is transacted or a vote taken committing the Corporation to any proposal or action. Without a quorum, meetings may be held at which the admission of new members may be announced, a program may be presented, or the members may engage in discussion of the matters of Corporation interest.

Section 8. Executive Committee meetings of the Corporation shall be held at such times and places as may be fixed by such Committee upon request of a majority of the Committee members.

Section 9. At any meeting of the Executive Committee the presence of four (4) of the officers, or one-third (1/3) of the Committee's members, exclusive of ex-officio members, shall constitute a quorum for the purpose of transacting business.

Section 10. Any member of the Board of Trustees, who is absent from three (3) consecutive meetings of the Board of Trustees without a reasonable excuse, shall be automatically removed from the Board of Trustees.

ARTICLE VII

NOMINATIONS AND ELECTIONS

Section 1. Not less than 120 days prior to the annual meeting of the Corporation held in odd numbered years, the Board of Trustees shall appoint a Nominating Committee having five (5)

members representative of the member interests, that shall meet for the purpose of selecting one (1) or more persons from the rolls of active individual members in good standing as nominees for each office and the Board of Trustees position. Not more than sixty (60) days before the annual meeting the Secretary shall provide written notice to each eligible voter member of the nominees selected by the Nominating Committee and that nomination may be made by the membership, provided it is made by a petition bearing the name of the nominee and the signature of at least ten (10) active members in good standing, and further than the petition is received by the Secretary who shall certify the petition at least thirty (30) days before the annual meeting and shall re-notify each eligible voter member fifteen (15) days before the annual meeting of all nominations.

Section 2. The election of Officers and other members of the Board of Trustees shall be held at the annual meeting of the Corporation held in odd numbered years. The term of office shall be two (2) years and shall begin on January 1. All officers and other members of the Board of Trustees shall serve until their successors have assumed their duly elected positions.

Section 3. Each active member present shall have one (1) vote and shall cast his/her vote by written ballot.

Section 4. No person shall be eligible for election to office (and to the Board of Trustees) who is not an individual active member in good standing of the NAHRO and of the Corporation.

Section 5. If a vacancy occurs in any office of the Corporation, except as provided in Article V, Section 3, it may be filled by the Board of Trustees for the unexpired term or until the next annual meeting of the Corporation, whichever occurs earlier.

New members must be active members in good standing for such time but no more than sixty (60) days prior to the annual meeting in order to have the right to sign any petition to nominate a candidate for office or vote at a general election.

ARTICLE VIII

STANDING COMMITTEES

Section 1. Title. There shall be six (6) standing committees of the Corporation: Housing, Community Revitalization and Development, Professional Development, Member Services, Commissioners and Legislative.

Section 2. Each Standing Committee shall be chaired by the Vice President elected to that Committee and shall have four (4) members appointed by the President and four (4) members-at-large elected by the Board of Trustees. The Vice-Chairperson of each Standing Committee shall be elected by the Committee from within its ranks.

Section 3. The President may create such other committees, task forces, or similar groups as he/she deems appropriate to the purposes and activities of the Corporation, and shall appoint the members thereto.

Section 4. The selection process for committee membership shall seek to provide a broad representation of all special interests of the membership including, but not limited to, commissioners, minorities, and women.

Section 5.A. Each committee shall have and may exercise all the authority of the Board of Trustees, as determined from time to time, except that no committee shall:

- (1) Make, alter or repeal any Bylaw of the Corporation;
- (2) Elect or appoint any Trustee, or remove any officer or Trustee;
- (3) Amend or repeal any resolution previously adopted by the Board.

B. The Board of Trustees, by resolution adopted by a majority of the entire Board of Trustees, may:

- (1) Fill any vacancy in any committee;
- (2) Appoint one or more Trustees to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members;
- (3) Abolish any committee at its pleasure; and
- (4) Remove any Trustee from membership on a committee at any time, with or without cause.

C. Actions taken at a meeting of any committee shall be reported to the Board of Trustees at its next meeting following the committee meeting; except that, when the meeting of the Board of Trustees is held within two (2) days after the committee

meeting, the report shall, if not made at the first meeting, be made to the Board of Trustees at its second meeting following the committee meeting.

D. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility imposed by law.

E. A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of that committee.

F. A vacancy in the position of chairperson shall be filled in the manner of the original appointment.

ARTICLE IX

AMENDMENT

Section 1. These By-Laws may be amended at a regular or special meeting of the membership, provided a quorum is present to vote and two-thirds (2/3) of those voting vote affirmatively for the amendment. The Secretary shall send a copy of the proposed amendments with the notice of the meeting at which the amendments are to be voted. Such notice to each member shall not be less than thirty (30) days prior to the meeting date.

ARTICLE X

EFFECTIVE DATE, APPROVAL, AND REVOCATION

Section 1. These By-Laws and any amendments thereto shall become effective on approval by the Executive Board of the Regional Council and the Board of Governors of NAHRO and are subject to revocation by the Executive Board of the Regional Council and Board of Governors of NAHRO for due cause.

ARTICLE XI

DISTRIBUTION OF INCOME TO PRESERVE TAX-EXEMPT STATUS

The Corporation shall distribute its income, if any, for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the

Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XII

LIMITATION ON COMPENSATION FOR TRUSTEES AND OFFICERS

No Trustee or Officer of the Corporation will as such receive or become entitled to receive at any time any part of the net earnings or other net income of the Corporation, nor will any part of net earnings of the Corporation inure to the benefit of any person, except as reasonable compensation for services rendered and reimbursements for expenses incurred in conducting its affairs and carrying out its purposes. Upon any dissolution of the Corporation, or if there should take place any partial or entire liquidation of its property and assets, none of such property and assets shall go to any Trustee, officer or donor of the Corporation, but all of its property and assets (both principal and income) remaining after payment of its liabilities shall be applied in the manner provided in Article Thirteenth of the Certificate of Incorporation, and in such amounts and proportions as the Board of Trustees in its discretion shall determine. There shall be no power in the Trustees of the Corporation to give to any Trustee, officer or donor any right in any way to share in such property and assets.

ARTICLE XIII

FORCE AND EFFECT OF BY-LAWS

These By-Laws are subject to the provisions of N.J.S.A. 15A:1-1 et seq., the New Jersey Nonprofit Corporation Act ("the Act"), and the Certificate of Incorporation of this Corporation, as it may be amended from time to time. If any provision in these By-Laws is inconsistent with a provision of the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of the inconsistency.

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