

**BY-LAWS
OF
MISSISSIPPI ASSOCIATION OF HOUSING AND
REDEVELOPMENT OFFICIALS INC.**

**ARTICLE I
NAME**

The name of this nonprofit Corporation shall be Mississippi Association of Housing and Redevelopment Officials, Inc. (hereinafter referred to in these By-Laws as the "Corporation").

**ARTICLE II
OBJECTIVES**

This Corporation is organized and shall be operated as an instrumentality of public housing authorities established under Chapter 33 of Title 43 of the Mississippi Code of 1972 (the "Housing Authorities Law" and "Supplemental Housing Authorities Law") inclusively referred to hereinafter as the "Housing Authorities Law" by engaging in or assisting in the development of or operation of a variety of affordable housing programs that are beneficial to low income citizens in the State of Mississippi by providing support and assistance to such entities in the furtherance of affordable housing. The Corporation may form a subsidiary entity which shall be under the control of its public housing authority members to perform any of the foregoing powers and functions.

The objectives of the Corporation include the following:

- A. To foster and promote the interest of affordable housing, urban redevelopment and community development in the State of Mississippi, thus promoting the common good and general welfare of the citizens of the State of Mississippi.
- B. To provide a clearinghouse for the exchange of ideas and experiences, looking toward a more complete understanding of the issues of affordable housing, urban redevelopment, and community development in the State of Mississippi.
- C. To develop general policies relative to planning, construction, administration, and management relative to affordable housing, urban redevelopment, and community development in the State of Mississippi.
- D. To strive for more complete and efficient cooperation between the various public housing, urban redevelopment, and community development authorities/agencies in the State of Mississippi and the Department of Housing and Urban Development.
- E. To facilitate acquisition and dissemination of information and knowledge regarding affordable housing, urban redevelopment, and community development and issues involving same.

- F. To provide education, training and/or instructional programs and information dealing with affordable housing, urban redevelopment and/or community development issues.
- G. To do and perform any and all acts authorized for performance by a non-profit corporation by the laws of the State of Mississippi now in effect or hereafter enacted.

ARTICLE III OFFICES

The principal office for the transaction of business of the Corporation shall be located in the county where the Secretary-Treasurer resides, or at such other place within the State of Mississippi as may be designated from time to time by the Board of Directors. Branch offices may be established at any time and place at the discretion of the Board of Directors when it is determined that a need exists for such offices.

ARTICLE IV MEMBERSHIP AND ELIGIBILITY

SECTION 1. VOTING MEMBER. Any public housing authority (PHA) established under the Housing Authorities Law shall be eligible as a voting member in the Corporation and shall become a member upon paying the annual dues required for such membership.

SECTION 2. NON-VOTING MEMBERS. Individuals who are regularly employed members of local housing authorities, or community development authorities/agencies in the State of Mississippi, and other dues-paying persons interested in furthering the objectives of the Corporation, may become Non-Voting Members upon approval of the Board of Directors. Non-Voting Members also include Life Members, Affiliate Members, and Non-Profit Corporation Members, defined as follows:

a. **LIFE MEMBER (NON-DUES PAYING).** Life membership is special recognition for long and faithful service to the objectives and purposes of the Corporation and the profession represented by the Corporation. The recipient of Life Membership shall have been actively engaged as a professional in housing, new development, rehabilitation, and/or other vocations creating eligibility for active membership in the Corporation.

A recipient of such Life Membership shall be nominated by the Policy Advisory Committee and then recommended to the Board of Directors for selection.

Individuals who are elected to Life Membership shall be eligible to attend the annual conferences of the Corporation and shall receive complimentary registrations for both the Life Member, and his/her spouse or guest. A Life member will be a non-voting member.

b. **AFFILIATE MEMBER (DUES-PAYING).** Affiliate Membership in the Corporation is offered to exhibitors, professionals, suppliers, and others approved by the Board of Directors who in recent years have actively worked with housing authorities in Mississippi either as a professional or supplier of goods or services, and who have been approved for membership by the Board of Directors of the Corporation. Affiliate members are non-voting members.

c. **NON-PROFIT CORPORATION MEMBER (DUES PAYING)**. Non-profit corporations interested in furthering the objectives of the Corporation may become a member of the Corporation by paying annual dues in the amount as those set for voting members. Non-Profit Corporations shall be approved for membership by the Board of Directors and will be non-voting members.

SECTION 3. DUES. The annual dues for membership in this Corporation shall be determined and set by a majority vote of the Board of Directors at any duly convened meeting of said Board.

ARTICLE V
MEMBERS AND MEETINGS OF THE MEMBERS

SECTION 1. AUTHORITY OF MEMBERS. The members of the Corporation shall have the right and authority:

- a. To approve the Articles of Incorporation and By-Laws of the Corporation, including any amendments thereto.
- b. To control, directly or indirectly, the operation of the Corporation.
- c. To title all real or personal property held by the Corporation to such voting members or an entity designated by the voting members upon dissolution or termination of the Corporation.

SECTION 2. ANNUAL MEETING OF THE MEMBERS Each year the Corporation shall hold one meeting to be known as the Annual Meeting at a time and place to be determined by the Board of Directors.

SECTION 3. SPECIAL MEETING OF THE MEMBERS. A special meeting of the members for any purpose or purposes whatsoever may be called at any time by a majority of the Board of Directors, or upon the written request of ten percent (10%) of the voting members. Such a call for a special meeting shall be restricted to the business announced in such notice. In the event, however, that the attendance at such special meeting comprises no less than 60% of the total voting membership, then upon majority vote of those present, action may be taken on general business other than that which has been specified in the notice of the Special Meeting.

SECTION 4. NOTICE OF MEETING OF THE MEMBERS. Notice of each annual meeting or each special meeting of the members shall be given to each member of record either personally, postal, or electronic addressed to such member at the last known address, not less than fifteen (15) or more than sixty (60) days prior to an annual meeting, and not less than ten (10) or more than thirty (30) days prior to a special meeting. Such notice shall specify the place, day and hour of the meeting and in the case of a special meeting; it shall also specify the purpose or purposes for which the meeting is called.

SECTION 5. VOTING, QUORUM AND PROXY AT MEETINGS OF THE MEMBERSHIP. The Executive Director of each member agency shall be deemed by this Corporation to have the authority to vote during the designated meeting on behalf of the member and to execute proxies and written waivers or consents. In the event that the member desires for one other than the member's Executive Director to vote for the member, or to execute a waiver or consent on behalf of the member, the member shall be required to furnish a certified copy of the member's resolution

that such authority is vested by the member in a specifically named individual (other than the Executive Director). A majority of the voting members of the Corporation shall constitute a quorum at a member's meeting. Each voting member of the Corporation shall be entitled to one vote. Any member entitled to vote may vote in person or by proxy executed in writing by the member.

SECTION 6. MEETINGS AND LOCATION. Any meeting of the Corporation, whether an annual meeting or a special meeting, may be held either at the principal office of the Corporation or at any place in the United States.

ARTICLE VI BOARD OF DIRECTORS

The Board of Directors shall be composed of eight (8) officers and five (5) directors. This Article VI is applicable to both officers and directors.

SECTION 1. DUTIES AND POWERS. Subject to the rights of the members as set forth in these By-Laws, the affairs, business, and property of the Corporation shall be managed by a Board of Directors consisting of ten (10) to thirteen (13) members. All the corporate powers not otherwise reserved to the members in these By-Laws or in the Mississippi Nonprofit Corporation Act shall be vested in the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation, such powers as they may see fit.

a. **PRESIDENT.** The President shall preside at all meetings of the Board of the Directors and at all meetings of the members. The immediate supervision of the affairs of the Corporation shall be vested in the President. It shall be the President's duty to attend to the business of the Corporation and maintain strict supervision of its interests. The President shall keep the Board of Directors fully advised of the affairs and condition of the Corporation, and shall manage and operate the business of the Corporation pursuant to such policies as may be prescribed from time to time by the Board of Directors. The President shall notify the members and directors of meetings as provided by the By-Laws. The President shall vote only in the case of a tie vote by the Board of Directors.

b. **SENIOR VICE-PRESIDENT.** The Senior Vice-President shall be a voting member of the Board of Directors. The Senior Vice-President, with portfolio, shall perform all duties assigned by the President and during the absence of or inability of the President, shall perform the duties and exercise the powers of the President as set forth in these By-Laws. Should the office of the President become vacant for any reason, the Senior Vice President shall automatically succeed to the office of the President. When acting as President, or if such succession takes place, the Senior Vice-President shall then have all of the powers and be subject to all of the responsibilities hereby given to, or imposed upon the President.

c. **VICE-PRESIDENTS.** Vice-Presidents shall be voting members of the Board of Directors. Four (4) Vice-Presidents shall be elected to serve with portfolio, and shall carry out such assignments of duties from the President and/or Board of Directors as may be assigned to them after their selection and election. Due consideration will be given, but not limited to, the geographic location and program functions of each said Vice-President in the assignment of the various duties to each to carry out and encompass all of the requirements of the purposes and objectives of the Corporation.

d. **SECRETARY-TREASURER.** The Secretary-Treasurer shall be a non-elected, non-voting member of the Board of Directors. He/she shall be a salaried employee of the Corporation who shall serve at the pleasure of the Board of Directors. The salary shall be fixed by the Board of Directors. It shall be the duty of the Secretary-Treasurer to keep a record of the proceedings of all meetings of the members and Board of Directors, to keep accurate and complete books and records of account, and to perform such other duties as may be prescribed by the President and the Board of Directors.

e. **IMMEDIATE PAST PRESIDENT.** The Immediate Past President shall be the most recent past president of the Corporation and shall be a voting member of the Board of Directors. Serving as a valuable resource person, the Immediate Past President shall assist the President as needed, especially in an advisory capacity.

f. **DIRECTORS.** Directors shall be voting members of the Board of Directors. Five (5) Directors shall be elected in accordance with this Article.

SECTION 2. ELIGIBILITY, TERM AND SELECTION. Any commissioner, executive officer, or supervisory employee of a voting member agency shall be eligible to hold office in the Corporation. Supervisory employee status shall be determined by the member agency. In addition, the office of Secretary-Treasurer may be filled by one other than a commissioner, executive officer, or supervisory employee of a voting member agency. Members of the Board of Directors shall serve for a term of two (2) years, as long as they remain an executive officer, or a Commissioner, or a supervisory employee of such agency except as to the office of Secretary/Treasurer. If a Board Member ceases to be affiliated with a voting member agency as required herein, said board member will no longer be eligible to serve on the Board of Directors, except as to the office of Secretary-Treasurer.

SECTION 3. POSITIONS AND ELECTION. The President, Senior Vice-President, Secretary-Treasurer, four (4) Vice-Presidents, the immediate past President and five (5) directors shall serve as the Board of Directors of the Corporation. The directors and officers (except the Secretary-Treasurer) shall be elected by the voting members at the annual meeting of the Corporation held in odd numbered years and shall serve for a term of two (2) years or until their successors shall be elected and qualified.

SECTION 4. MEETINGS OF THE BOARD OF DIRECTORS. The annual meeting of the Board of Directors will be in November. Quarterly meetings will be held as scheduled by the President. Special meetings of the Board of Directors may be called at any time by the President or by any seven (7) or more board members. The Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment in which all directors participating in the meeting can hear and communicate with each other and participation in such a meeting shall constitute presences in person by any such director at such meeting.

SECTION 5. NOTICE AND WAIVER; QUORUM. Notice of any meeting of the Board of Directors shall be given to each Board member either personally, postal, or electronic addressed to him/her at their last known address, at least five (5) days prior to the meeting. Such notice may be waived, either before or after the meeting; and the attendance of a Board Member shall of itself constitute a waiver of notice of such meeting and of any and all objections to the place or time of the meetings or to the manner in which it has been called or convened, except where a Board Member states, at the beginning of the meeting, any such objection or objections

to the transaction of business. A majority of the Board of Directors shall constitute a quorum at any Board Meeting.

SECTION 6. ACTION WITHOUT A MEETING. Any action required by law or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by all of the Board Members. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors and shall be filed with the Secretary and recorded in the Minute Book of the Corporation.

SECTION 7. VOTING. Each Board Member shall have one vote, except the Secretary-Treasurer who is a non-voting member of the Board, and, except as otherwise provided herein or provided by law, all decisions shall be determined by a majority vote of the Board Members present.

SECTION 8. PROXIES. Members of the Board of Directors must be present in order to vote at a meeting of the Board of Directors. In the event a member is unable to be present at a meeting of the Board of Directors, he or she may give a written proxy to any voting member of the Board of Director. Such written proxies shall be submitted to the Secretary-Treasurer of the Corporation in advance by the individual holding such proxy prior to its utilization for the purpose of voting.

SECTION 9. REMOVAL. Any director or officer may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors present at any meeting provided that written notice of such meeting shall state that the purpose of the meeting is removal of a director or directors.

SECTION 10. VACANCIES. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors and, if not filled by the directors, any such vacancies shall be filled by the voting members of the Corporation at an annual or special meeting of members. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE VII **COMMITTEES**

SECTION 1. STANDING COMMITTEES. The President shall appoint members for the following four (4) standing committees:

- a. Housing
- b. Professional Development
- c. Member Services
- d. Commissioners

Each committee shall consist of at least three (3) persons. Such committees shall exercise authority and perform functions as the President or Board by resolution may prescribe. Officers, directors and members of the Corporation shall be eligible for committee membership. The Vice-Presidents shall serve as Chairperson of the standing committees. Geographical considerations shall be given in that the members appointed shall be from different areas within the state.

SECTION 2. SPECIAL COMMITTEES. The President may appoint special committees at his/her discretion to deal with specific events or issues. Some examples of special committees are:

- | | |
|-------------|----------------|
| Legislative | Resolutions |
| Exhibits | Convention |
| Publicity | Program |
| Education | Site Selection |
| Budget | Workshop |
| Membership | |

SECTION 3. POLICY ADVISORY COMMITTEE. The Nominating Committee shall recommend and the President shall appoint the Policy Advisory Committee. The Policy Advisory Committee shall be composed of not less than two (2) nor more than four (4) past Presidents and the Senior Vice-President of the Corporation. The Committee shall be ex-officio, non-voting members of the Board of Directors. It shall be used as a resource by the President and Board of Directors and shall assist the Board as needed. The Policy Advisory Committee should attend all Board of Directors meetings; however, does not participate in board business unless addressed to do so by the President.

SECTION 4. NOMINATING COMMITTEE. The Nominating Committee shall be composed of at least one, but not more than three (3) past Presidents and two (2) other individuals, all of whom are appointed by the President. The Nominating Committee shall be active voting members of the Corporation. The immediate past President shall serve as Chairperson of the Committee. If the immediate past president is not available then the President shall appoint a chairperson. The Committee shall make nominations, with the consent of those nominated, for election of officers and directors to the membership, except for the position of Secretary-Treasurer, which position shall be filled by the Board of Directors by contracting with an individual to serve as Secretary-Treasurer for a period of up to two (2) years, with the option of contracting for successive two (2) year periods with the same individual. To the extent possible, it is desired that the commencement date of any such contract with the Secretary-Treasurer be near the middle of the two (2) term of Officers and Directors.

ARTICLE VIII THE SERC-NAHRO REPRESENTATIVE

The Board of Directors shall appoint a qualified person to serve as the Corporation's representative to the Southeastern Regional Council of the National Association of Housing and Redevelopment Officials (SERC-NAHRO). The representative shall serve on the Executive Committee of SERC-NAHRO, shall attend the SERC-NAHRO meetings to represent the Corporation and shall keep the President informed of SERC-NAHRO activities. Generally, the SERC-NAHRO Representative shall be the Immediate past president of the Corporation, however, if the immediate past President cannot serve then another past president shall be recommended by the incoming President and approved by the Board of Directors.

ARTICLE IX
DIVIDENDS PROHIBITED

Officials, directors, and members shall not receive compensation for their services. No dividends shall be paid and no part of the income of the Corporation shall be distributed to its members, directors, or officers. No member, director, officer, or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation. No such individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. This shall not prevent the payment to any such person of such reasonable compensation or reimbursement for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors.

ARTICLE X
REIMBURSEMENTS FOR OUT-OF-POCKET EXPENSE

With prior approval of the Secretary-Treasurer and President, members or individuals may be reimbursed for out-of-pocket expense. Examples may include, but are not limited to, postage, telephone calls, paper, etc. Documentation must be presented for payment to the Secretary-Treasurer and President thru the appropriate Vice-President or other officer.

In order to encourage participation to represent the Corporation on SERC-NAHRO and NAHRO committees, the Corporation may reimburse the designated representative a reasonable amount as set forth by the Board of Directors. Verification of attendance must be submitted to the Secretary-Treasurer within ten (10) days after the committee meeting.

ARTICLE XI
STANDARD OF CONDUCT

Directors and officers shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill which ordinary prudent individuals would exercise under similar circumstances in like positions. In discharging their duties, directors and officers, when acting in good faith, may rely upon financial information of the Corporation represented to them to be correct by the President or the officer of the Corporation having charge of its books of account, or stated in a written report by an independent or Certified Public Accountant or firm of such accounts fairly reflecting the financial condition of the Corporation.

ARTICLE XII
CONTRACTS

The power to undertake and enter into contracts approved by the Board of Directors, to borrow money, and to make expenditures for and on behalf of the Corporation shall be vested in each person or persons as the Board of Directors may from time to time designate. The President or his/her designee shall be the only individual authorized to sign contracts for the Corporation. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge the Corporation's credit, or render the Corporation liable for any purpose or to any amount.

ARTICLE XIII
CHECKS AND DRAFTS

All checks shall require one (1) signature. Authorized check signers shall be the Secretary-Treasurer, President, the Senior Vice-President, or other persons so designated by the Board of Directors by resolution.

ARTICLE XIV
INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person) from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter been a director, officer, employee or agent of the Corporation or by reason of any such action alleged to have been heretofore or hereafter taken or omitted by him or her as such director, officer, employee, or agent, to the full extent permitted under Section 79-11-281 of the Mississippi Nonprofit Corporation Act or any successor provisions of the laws of the State of Mississippi and shall reimburse such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided however, that no such person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability arising out of any appropriation of any business opportunity of the Corporation, any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, or any transaction from which he or she derived an improper personal benefit.

The right accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein. The Corporation, its directors, officers, employees, and agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so in reliance upon advice of counsel to the Corporation.

ARTICLE XV
BOOKS AND RECORDS

SECTION 1. This Corporation shall keep accurate and complete books and records of account. A roster listing the names and addresses of the members of the Corporation entitled to vote shall be kept in the office of the Secretary-Treasurer of the Corporation. All books and records of the Corporation may be inspected by any member, or their agent or attorney, for any proper purpose by giving written notice to the Secretary-Treasurer as to the purpose and to request an appointment to review.

SECTION 2. The Corporation's fiscal year shall commence on October 1st of each year and shall end on September 30th of each year. Books and records shall be audited at the end of each fiscal year by a qualified person approved by the Board of Directors.

ARTICLE XVI
AMENDMENTS

These By-Laws may be altered, amended, or repealed at any meeting of the members of the Corporation by a two-thirds vote of the members present, provided that the proposed amendments are inserted in the notice of such meeting.

ADOPTED, this the 12th day of August, 2011
AMENDED, this the 21st day of August, 2016
AMENDED, this the 9th day of April, 2018


Secretary