

By-laws

OF THE LOUISIANA HOUSING COUNCIL CHAPTER OF THE NATIONAL
ASSOCIATION OF HOUSING AND REDEVELOPMENT OFFICIALS

ARTICLE I – NAME

The name of this organization shall be Louisiana Housing Council, Inc.

ARTICLE II – AREA OF OPERATION

The area of operation shall be the **State of Louisiana.**

ARTICLE III – PURPOSE

The purpose for which this Corporation is formed are purely public, educational and charitable within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, and the objects to be carried on and promoted by it are as follows:

(a) To promote and advance decent, safe and sanitary housing for persons of low income, including the elderly and handicapped, within the State of Louisiana, and to act as a Chapter of the National Association of Housing and Redevelopment Official, and to foster and promote within Louisiana the programs sponsored by the National Association of Housing and Redevelopment Officials: to lessen the burdens of government; promote social welfare; combat community deterioration; instruct and train the individual members for the purpose of improving or developing their administrative capabilities; instruct the public on subjects useful to the individual and beneficial to the community; sponsor public discussion groups, panels, lectures, and similar programs; sponsor and promote the exchange of information and experience of members on subjects of housing and community development, their organizations, policies, administration and operations; and sponsor efforts to improve standards in all phases of housing and community development:

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(b) To meet on a regular basis and to utilize these regular meetings and other year round activities to achieve the purposes and goals of this organization:

(c) To promote cooperation among all agencies administering housing and community development programs, federal, state, parish and local agencies having jurisdiction over same, and with the general public:

(d) To promote the common good and general welfare of the cities, parishes, and state, their inhabitants, surrounding territories and their inhabitants, hereby benefiting society by reducing the causes of crime, poor health, and blighted conditions, combat community deterioration and juvenile delinquency, and to promote community improvement by fostering ideals, principals, and beliefs in providing decent, safe and sanitary housing:

(e) Without limiting the generality of the foregoing, this Corporation shall have all the powers, privileges, rights and immunities necessary or convenient for carrying out the purposes for which this Corporation is formed and the Directors hereby claim for this Corporation all the benefits, privileges, rights and powers created, given, extended, or conferred by the provisions of all applicable laws enumerated in Louisiana R.S. 12:207 pertaining to non-profit Corporations and any additions or amendments thereto; and,

(f) Notwithstanding any other provision of these By-laws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Sections 501(c) (3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended, or by an organization contributing to which are deductible under Section 170 (c) (2) of such code and regulations as they now exist or as they may hereafter be amended;

As an incident to the stated objects, this Corporation shall have the right, power and authority to purchase, receive any donations, or acquire by any other legal means all species of property, real and personal, and mixed which shall be deemed by the membership thereof to be useful in carrying out the

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stated objects and purposes, and to borrow and to issue notes, or other evidence of debt and to secure the same by mortgages, pledges, hypothecation, and any other security, or devices.

In furtherance of such purposes, this Corporation shall do any and all things permitted by law and enjoy all the rights, privileges, and powers accorded to non-profit Corporations under the laws of the State of Louisiana, including the power to conduct and carry on any and all business or businesses of the Corporation. No party of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions for the furtherance of the purpose set forth herein.

The Corporation shall not carry on any other activity or activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 of the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV – MEMBERSHIP

Membership shall consist of three (3) types as follows:

- (1) Agency - Each local Public Agency and any individual or firm engaged in the Housing, Section 8 Voucher & Certificate Program, and or Community Development field and associated with all local Public Agency or involved in the ownership or management of a United States Department of Housing and Urban Development subsidized housing complex in the State of Louisiana shall be admitted to membership upon payment of dues as established by the Board of Directors. Each active member agency individual or firm shall have a voice in the Corporation and shall be entitled to one (1) vote.

- (2) Associate - Any individual or firm engaged in the housing and community development field and not associated with a Local Public Agency or involved in the ownership or management of a United

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States Department of Housing and Urban Development subsidized housing complex in the State of Louisiana shall be eligible for Associate Membership in the Corporation and shall be referred to as an Associate Member. Associate Members shall have a voice in the affairs of the Corporation, but shall not be entitled to vote. They will be admitted upon the payment of dues as established by the Board of Directors.

- (3) Honorary - Honorary Membership in the Corporation may be conferred upon an individual by a majority vote of the member present at the annual meeting. Such Honorary Membership shall not confer voting privilege nor require payment of dues.

ARTICLE V – OFFICERS

Section 1. The Officers of the Corporation shall be a President; a Senior Vice President; Vice President for Housing; Vice President for Section 8; Vice President for Professional Development; Vice President for Community Revitalization; Vice President for Member Services; Vice President for Commissioners; a Secretary, and a Treasurer, all of whom shall be employed by an agency that is an active member of the Louisiana Housing Council, Chapter of NAHRO.

Section 2. It shall be the duty of the President to preside at all meetings of the Corporation and of the Board of Directors, to see that the By-laws are strictly enforced, to supervise generally all affairs of the Corporation and at the annual meeting to make a report of the accounts and general business of the Corporation during the preceding year. The President shall be an ex-officio member of all standing committees and shall appoint additional special committees as may from time to time be necessary to the affairs of the Corporation. The President shall appoint all committee members. The Senior Vice President shall preside in the absence of the President. In the absence or inability of the President and the Senior Vice President to attend any meeting, a Vice President shall call the meeting to order and preside. If the President, the Senior Vice President and all other Vice Presidents were absent from any meeting, the Secretary or Treasurer shall call the meeting to order and a temporary Chairman shall be elected.

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Section 3. In order to further the aims and purposes of the Corporation and to facilitate organizational function, operations, and activities serving the various programs that are part of the Corporation's interests, all such areas of interest and program activities, as determined appropriate by the Board of Directors, may be assigned to the Vice President by the President.

Section 4. The Senior Vice President shall assist the President in coordinating the development of program affairs, and shall carry out such other duties as may be assigned.

Section 5. The seven (7) Vice Presidents may appoint, with the advice and consent of the President, such *sub* committees as they may deem necessary, or as may be directed by the Board of Directors following the principles and considerations or committee appointments set forth hereinafter. Except as otherwise provided herein, the terms of all committees and members shall expire at the end of the Presidents term.

Section 6. The Secretary shall keep a record of the proceedings of the Corporation in a book maintained for that purpose. The Secretary shall send out notices required and attend to such other business as may belong to his/her office or as may be directed by the Officers. The Secretary shall promptly furnish to the Central Office of NAHRO current lists of names, titles and addresses of the Officers of the Chapter.

Section 7. The Executive Secretary/Service Officer shall be one in the same and shall be appointed by a majority vote of the Board of Directors for an unspecified period of time. He/She shall manage the day-to-day affairs and correspondence of the Corporation. The Executive Secretary/Service Officer shall be compensated at the discretion of the Board of Directors based on an agreed upon contract. The specific job duties shall be identified in said contract.

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Section 8. The Treasurer shall disburse funds of the Corporation upon written approval of the President or as authorized by the Board of Directors of the Corporation. The Treasurer shall keep the books of accounts of the Corporation and shall submit a statement of his/her accounts, with the proper vouchers to the Board of Directors, at least fourteen (14) days prior to any regular meetings of the Corporation. He/She shall perform such other duties as properly belong to this office, or as may be specified by the Board of Directors. The books of the Treasurer shall be open for inspection by the Officers, or any committee appointed by them, for the purpose of making an examination thereof. Before entering upon their duties, the Executive Secretary/Service Officer and the Treasurer shall enter into a good and sufficient bond as required by the Board of Directors, the amount to be determined by the Board of Directors payable to the Louisiana Housing Council, Inc. The premium of said bond shall be an authorized expenditure out of the Corporation funds.

Section 9. The Officers shall not receive compensation for their services.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. The control and management of the affairs, funds and property of the Corporation shall be vested in a Board of Directors, the member of which shall be employed by an agency who is an active member of the Louisiana Housing Council, Member of NAHRO.

Section 2. The Board of Directors shall consist of (A) ten (10) elected principal Officers, (B) six (6) additional Directors at Large, one (1) of which shall be a Commissioner, to be elected for a two year (2) staggered term, (C) all active LHC Past Presidents.

Section 3. At each annual business meeting three (3) Directors at Large shall be elected. The active Commissioner nominated to serve, as a Director at Large, shall be elected in the same year as the Officers of LHC. Should a vacancy occur on the Board between LHC meetings, the position will be filled by a majority vote of the Board of Directors at the next regularly scheduled meeting.

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Section 4. Regular meeting of the Board of Directors shall be held immediately following the annual meeting of the Corporation and at such other times as the Board of Directors may determine. Special Meetings of the Board of Directors may be called by the President at any time and shall be called by the President or the Secretary upon written request and or by electronic communications of a majority of the membership.

Section 5. Notice of meetings, other than the regular annual meeting, shall be given to each member of the Board of Directors in person or in writing and or by electronic communications, directed to his her address on record at least seven (7) days before the date designated for the meeting; such notice shall specify the time and place of such meeting and the business to be brought before the meeting. At any meeting at which every member of the Board of Directors is present, although held without notice, and waived by unanimous vote, any business may be transacted which might have been transacted if the meeting had been duly called.

Section 6. Quorum – At any meeting of the Board of Directors, a simple majority of the members shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time, not more than fifteen (15) days later.

(Amended July 2012)

Section 7. Voting – At all meetings of the Board of Directors, each member shall have one (1) vote, but no more than one (1). Proxy voting is limited to one voting committee Vice Chair vote per year when the Chair of that committee cannot be present.

Section 8. Removal of Member – If a Board of Directors member fails to attend two (2) consecutive meetings of the Board of Directors, and such absences are not excused by the Board of Directors, his /her place shall automatically become vacant and such vacancy shall be filled as herein provided.

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Section 9. Any Officer, Board Member, or Committee Member may be removed for any conduct of a serious nature that is deemed detrimental to the Louisiana Housing Council by the Board of Directors. For any complaint to be considered it must be brought forward to the committee by a current, active Board of Director Member in good standing. A two thirds (2/3) vote of the Board of Director Members is necessary for removal. (Amended July 2014)

ARTICLE VII – DUES

Section 1. The Board of Directors shall, as it deems necessary for the operation of the Corporation, establish dues for membership in the Corporation. It shall be the duty of the Treasurer to direct the collection of these dues.

Section 2. Membership dues will be sent out at least 60 days prior to October 1. Delinquent notices will be sent by October 31 (2nd notice) and November 30 (3rd and final notice) to collect late renewals, if any. Membership not paid in full by December 31 will be considered in arrears and removed from the membership roll of the Corporation.

ARTICLE VIII – ELECTION OF OFFICERS AND BOARD OF DIRECTORS

Section 1. The election of Officers each two (2) years and members of the Board of Directors each year shall be held at the annual meeting. All members of the Board of Directors shall serve until their successors have been duly elected and qualified.

Section 2. The vote may be either by ballot or by voice, and each member agency present shall have one (1) vote. There shall be no voting by proxy.

Section 3. The President shall appoint a nominating committee of seven (7) members to consist of the five (5) most current past active LHC Presidents, the current LHC President, and the current LHC

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Vice President. The latter two (2) shall be nonvoting members. In the event that there are not five (5) active past Presidents, the current LHC President shall select nominating committee members to fill the balance of the active past Presidents from among the current duly elected Officers and or Board of Director members.

Section 4. No person shall be eligible for election as an Officer whose Housing Agency is not a member in good standing with the Louisiana Housing Council (LHC). Nor will any person be nominated or elected to serve as the LHC President or Senior Vice President unless that person has served a two (2) year term as a Vice President or Officer of LHC, Southwest, or National NAHRO.

Section 5. If a vacancy occurs in any office of the Corporation, it may be temporarily filled by the Board of Directors, and shall be filled for the balance of the term by vote of the membership at the next meeting.

Section 6. All Officers shall be elected for a term of two (2) Corporation years at the appropriate Annual Business Meeting and shall assume the duties of their respective offices at the beginning of the following Corporation year. Board of Directors members, Director at Large members, are elected for two (2) year staggered term, with three (3) Director at Large members to be elected each year. The Corporation year shall begin on October 1st of each calendar year and shall end September 30th of the following year.

Section 7. (A). Call for Nominations (notification):

- (1). Not less than 120 calendar days prior to the Annual Meeting, the Nomination Chair shall notify the entire membership of all open Officer and Director at Large positions that are eligible for nomination.
- (2). This notice may be in the LHC Newsletter, if published in a timely manner or mailed, faxed or electronically communicated to the members.

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(3). Members who wish to nominate a candidate shall request a nominating form from the Secretary and complete and submit the form to the Nomination Chair. The form can be submitted via mail, e-mail or fax.

(4). All nomination forms must be received, or post marked by the stated due date in the notice.

(B) Duties of the Nomination Committee and Secretary:

(1). Not less than 90 calendar days prior to the Annual Meeting in odd numbered years, the Nominating Committee shall select one or more nominees for the expiring and vacant Office(s) positions and Directors at Large. They are as follows:

President, Senior Vice President. Vice President for; Public Housing, Section 8, Professional Development, Member Services, Commissioners, and Community Revitalization and Development, Secretary, Treasurer, and Directors at Large (3).

(2). Not less than 90 calendar days prior to the Annual Meeting in even numbered years, the Nominating Committee shall select one or more nominees for the following positions:

Directors at Large (3).

(3). Within 5 calendar days after the conclusion of the nomination committee meeting, the Chairperson of the Nominating Committee shall submit their report (Slate of Offices and/or Directors at Large) to the Secretary, with copies to all voting members of the Board of Directors.

(4). This report may be mailed, faxed or electronically communicated to the Board.

(5). Not less than 60 calendar days prior to the Annual Meeting, the Secretary shall notify the entire membership on record, of the nominations recommended slate by the Nominating committee.

(6). A member may submit a petition to add additional name(s) to the slate of open position(s) (See Petition Procedures).

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(7). During the Annual Meeting the Nominations Chair will present the nomination report of all names on the Slate of Officers and /or Directors at Large for vote by the membership.

(8). When there is not a contested race for positions, the President will ask for a motion to accept all names on the slate of Officers and/or Directors at Large, for a vote to elect.

(C). Contested Race:

(1). The Secretary shall prepare a list of individual and member agencies in good standing that are eligible to vote as of December 31 prior to the Annual Meeting where the election will be held. Each eligible member agency on this list that is present at the Annual Meeting will be entitled to cast one vote

(2). The Secretary shall prepare ballots containing the names of all nominees.

(3). The Secretary, Nominating Committee Chair and a representative designated by each candidate for each contested race(s) shall constitute a committee for counting the ballots.

(4). In the absence of the Secretary and/or the Chairperson of the Nominating Committee, two (2) members of the Nominating Committee shall serve in their place.

(5). The Nomination Chair will explain the voting rules listed in the by-laws and voting room location(s) and time.

(D). Nomination Petition Procedures:

(1). Additional nominations will be placed if petitions requesting such action reach the Secretary not less than 45 calendar days prior to the Annual Meeting.

(2). The petitioner shall request the petition form and submit the form to the Secretary via mail, e-mail or fax.

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(3). Petition(s) in support of a member(s) of the Council eligible to hold office must carry the names of at least five (5) member agencies in good standing.

(4). The petition must include a written statement from the candidate(s) nominated, that they will serve if elected.

(5). Within seven (7) calendar days after receipt, the Secretary must verify the validity of each person signing the petition and notify the nominated candidate(s) of the results and notify the Board of Directors and members of the Nominating Committee accordingly.

(6). This notice may be mailed, faxed or electronically communicated.

(7). If all requirements are met, the portioned name(s) will be placed on the slate for the annual election.

(E). Voting:

(1). The Secretary shall prepare a list of individual and member agencies in good standing that are eligible to vote as of December 31 prior to the Annual Meeting where an election will be held.

(2). Each individual and member agency on this list present at the Annual Meeting will be entitled to cast one vote by their duly designated representative.

ARTICLE IX – COMMITTEES

Section 1. There shall be the following standing committees of the Corporation:

(a) Housing

(b) Community Revitalization and Development

(c) Professional Development/District Directors

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(d) Member Services

(e) Commissioners

(f) Section 8

(g) Insurance

(h) Insurance Advisory Committee

Section 2. The President shall appoint all the standing committee members and the initial members of the Insurance Advisory Committee, and such other committees and members, as he/she may deem necessary to the effective conducting of the Corporation activities and the furtherance of the purposes of the Corporation. The President shall not appoint the Insurance Committee, the Insurance Committee shall be appointed or removed by majority vote of the Insurance Advisory Committee.

Section 3. The President and the Insurance Advisory Committee shall inform the Board of Directors of all committee appointments.

Section 4. Committee appointments shall be for a two (2) year period and run concurrently with the terms of the Officers of the Corporation. The Insurance Committee appointments shall be for a five (5) year period unless removed by majority vote of the Insurance Advisory Committee.

Section 5. The Insurance Advisory Committee shall be an LHC Standing Committee, consisting of five (5) persons, whose term of office once appointed by the President of LHC shall expire upon death, resignation, retirement, or no longer an active member of LHC. Members of this committee shall be employed by an agency that is an active member of at least one of the LHC Insurance programs. Subsequent members of the Insurance Advisory Committee Shall be appointed by Majority of the Insurance Advisory Committee. The Chairman of the Insurance Advisory Committee shall be elected by majority vote of the committee. (Amended May 2023)

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Section 6. All standing committees shall be composed of a minimum of five (5) members. (Amended July 2017)

ARTICLE X – MEETINGS

Section 1. The membership of the Corporation shall meet annually in the month May. A notice at least ten (10) days prior to the meeting dates shall be given to the member of the Corporation. Under emergency conditions, the Board of Directors shall have the power to postpone or suspend the meeting; and, under such conditions, shall have the power to change the place of the meeting.

(Amended July 2016)

Section 2. Special meetings of the Corporation may be called at any time by the Secretary on the order of the President or as the result of a signed petition of at least one fourth (1/4) of the total active membership. The Secretary shall give notice of the time and place of the regular or special meeting at least one (1) week prior thereto.

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

Section 4. At any meeting of the Board of Directors, a simple majority shall constitute a quorum for the transaction of business; but in the event of the quorum not being present, a lesser number may adjourn the meeting to some future time but, not more than fifteen (15) days later.

Section 5. 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 member may engage in discussion of the matters of the Corporation interest.

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Section 6. The Board of Directors, standing committees, and special committees are authorized to meet and vote, via telephone conference or through other electronic communication media so long as all the members may simultaneously hear each other and participate during the meeting.

(Amended November 2010)

ARTICLE XI – AMENDMENTS

Section 1. These By-laws may be amended at an annual or special meeting of the Corporation by two thirds (2/3) vote of the members present, provided a quorum is present. No proposition to amend shall be acted upon unless written notice thereof has been filed with the Secretary at least three (3) weeks prior to the meeting. A copy of any proposed amendment or summary of the changes to be made thereby filed with the Secretary shall be embodied in the call for the annual or special meeting, and a copy shall be sent to every member of the Corporation at least ten (10) days before the date of such meeting.

ARTICLE XII – ROBERTS RULE OF ORDER

Section 1. “Roberts Rule of Order” shall be the Corporation’s final authority on all questions of procedure and parliamentary law in government under By-laws.

ARTICLE XIII – EFFECTIVE DATE OF BY – LAWS

Section 1. These By-laws and any amendments thereto shall become effective after a successful vote of the Board of Directors and the membership at a dully called meeting. These by-laws and or any amendments will be forwarded to the-Executive Committee of the Southwest Regional Council of NAHRO and to the Board of Governors of National NAHRO for their approval.

By-laws of the Louisiana Housing Council, Chapter of the National Association of Housing and Redevelopment Officials, Adopted 14th day of September, 2018 by Louisiana Housing Council Membership.

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