

BYLAWS

of the

NEW YORK STATE PUBLIC HOUSING AUTHORITIES DIRECTORS ASSOCIATION, INC.

Adopted February 15, 1985
Amended June 21, 1985
Amended February 20, 1987
Amended March 27, 1987
Amended September 26, 1997
Amended June 20, 2002

Article 1- NAME

The name of the organization shall be the New York State Public Housing Authorities Directors Association, Inc. The mailing address of the Association shall be wherever designated by the Board of Directors at their Annual Meeting.

Article 2- PURPOSE

This corporation is formed for the purpose of conducting activities which are exclusively charitable within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as may be amended from time to time, including relief of the poor, distressed and underprivileged, and promotion of the public good through programs designed to promote public health, safety and welfare by providing support and assistance to low-income and handicapped families and persons.

In furtherance, but not in limitation of the foregoing charitable purposes, the corporation shall:

- a. Develop and implement programs, projects and activities which provide low-income, elderly and handicapped families and persons with safe, sanitary, decent and affordable housing.

- b. Develop and implement programs, projects and activities which educate and assist public housing authorities, municipalities, and the general public with respect to providing safe, sanitary, decent housing for low-income persons.
- c. Develop and implement a network of statewide public housing authority directors to provide an opportunity for discussion, support, and training on issues pertaining to public housing.
- d. Interpret to the public the aims, functions and needs of public housing authorities with a view to better understanding and cooperation.
- e. Provide indispensable programs and administrative services to its members.
- f. Conduct any and all lawful activities that may be necessary, useful or desirable for the furtherance, accomplishment, or attainment of the foregoing purposes.

Article 3- BOARD OF DIRECTORS

The Board of Directors shall consist of a minimum of (9) members and a maximum of twelve (12) members and shall be elected by the membership at its annual meeting. At the first annual meeting two (2) of the Directors shall be elected to three (3) year terms; two (2) of the Directors shall be elected to two (2) year terms; and two (2) of the Directors shall be elected to one (1) year terms. Subsequently, there shall be not less than three (3) and not more than four (4) Directors elected on an annual basis.

The Board of Directors may elect Directors to serve on the Board in the event of vacancies; Directors so elected shall serve the un-expired term of the vacant position and be eligible for re-election by the membership. There shall be No limit to the number of terms a Director may serve on the Board of Directors.

Article 4- OFFICERS

Only a member agency's representatives (CEO/Executive Director or Designee) may vote or hold office in the Association. Regardless of who is designated, each PHA shall have only one vote and only one representative of that PHA may hold office. Substitute representation shall not be permitted at meetings of the Executive Committee or Board of Directors.

The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer. The officers shall be elected by the members of the Board of Directors at the first monthly meeting of the Board following the annual meeting. They shall serve for one (1) year and be eligible for re-election as officers as long as they remain members of the Board of Directors. No Director shall serve more than three (3) consecutive years for the following Offices: President, Vice-President, Secretary. The term for the office of Treasurer shall be allowed up to a maximum of seven (7) consecutive years.

Article 5- DUTIES OF OFFICERS

The duties of the officers shall be such as are implied by their respective titles and specified in these By-laws.

The President shall preside at all meetings; appoint all standing committee chairmen; act as ex officio member of all committees except the nominating committee; and serve as representative to meetings of organizations in which the Association is entitled to have representation.

The Vice-President shall perform the duties of the President in case of his/her absence or inability or unwillingness to function.

The Secretary shall keep a current and correct record of all regular and special meetings; shall receive and send all correspondence related to activities of the

Association; and maintain on file all papers of value, including a copy of the By-laws, and shall turn them over to his/her successor at the end of his/her term of office.

The Treasurer shall keep a record of all income and expenditures and give a financial report at each meeting; and shall maintain a checking account. All expenditures shall be approved by the Board of Directors in advance of purchase. The records shall be audited by a committee appointed by the President once a year.

Article 6- MEETINGS

The Board of Directors shall meet bi-monthly at a date and time so designated by the Board of Directors and at other times at the call of the President or the request of any three (3) Board members providing seven (7) days written notice is given to all members of the Board. All meetings of the Board of Directors shall be at a location designated by the Board of Directors unless previously approved by resolution of the Board of Directors meeting in regular session. The Annual Meeting of the Association shall be on a date and time so designated by the Board of Directors at the Fall Conference at a location designation by the Board of Directors.

General meetings of the Association shall be scheduled by the Board of Directors. Scheduling shall include the establishment of the date, time and place. All members of the Association shall receive a minimum of ten (10) days written notice of all general meetings of the Association. The notice shall clearly state the purpose of the meeting.

Article 7- MEMBERSHIP

Section 1. Qualifications for Membership

New York State Public Housing Authorities (PHA's) are eligible for agency membership in the Association upon approval by the Association of an application. PHA's will be represented by their Executive Director/Chief Executive Officer. In the

event that an Executive Director decides not to represent his/her PHA in the Association, then the Executive Director shall designate that PHA's designee in writing to the Secretary of the Association. The member agency shall notify the association within 30 days of a change in its designee.

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

Article 8- QUORUM

A quorum of the Board of Directors shall be a majority of the Board of Directors. A quorum of the general membership shall be 20% of the membership whose dues are paid in full but in no case less than four (4) members.

Article 9- ASSOCIATION FUNDS

All monies of the organization shall be deposited as determined by resolution of the Board of Directors and may be withdrawn (only by an instrument signed by the Treasurer or Secretary.) The Association shall operate with a fiscal year of January 1-December 31.

Article 10- MEMBERSHIP DUES

Annual membership dues of the Association shall be as determined by resolution of the Board of Directors.

Article 11- PUBLIC STATEMENTS

All public statements are to be issued by the President, or in the event of his/her extended absence, by the Vice-President. All public statements shall require the prior approval of the Board of Directors.

Article 12- DISSOLUTION OF ASSOCIATION

Upon dissolution of the corporation, the governing body of the corporation shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for religious, charitable, scientific, testing for public safety, literary or education purposes, or for the prevention of cruelty of children or animals; or to such organization organized and operated exclusively for one or more such purposes as shall at the time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954; or to the federal government, a state and local government for a public purpose.

Article 13- PARLIAMENTARY PROCEDURE

Robert's Rules of Orders, Revised, shall govern this Association in all cases to which they are applicable and in which they do not conflict with these By-laws.

Article 14- AMENDMENT TO BY-LAWS

The By-laws of this Association may be amended by a two-thirds vote of the members present at any regular meeting, a quorum being present, provided a copy of the proposed amendment shall have been submitted to each member at least thirty (30) days before it is to be voted on.