



**BY-LAWS OF THE MIDDLE ATLANTIC
REGIONAL COUNCIL
OF THE NATIONAL ASSOCIATION OF
HOUSING
AND REDEVELOPMENT OFFICIALS
Amendments revised 9/23**

ARTICLE I

NAME AND JURISDICTION

Section 1. Name

The name of this organization shall be the Middle Atlantic Regional Council of the National Association of Housing and Redevelopment Officials (MARC NAHRO).

Section 2. Jurisdiction

The Regional Council shall operate within the geographic areas of Delaware, the District of Columbia, Maryland, New Jersey, New York, Pennsylvania, the Virgin Islands, the Territories of Puerto Rico, and those parts of the Province of Ontario in the Dominion of Canada, which lie directly north of New York, subject to provisions of the Constitution of the National Association of Housing and Redevelopment Officials (NAHRO) and these By-Laws.

ARTICLE II

OBJECTIVES AND PURPOSES

Toward the attainment of the provision of affordable housing for low- and moderate- income families and toward the achievement of vibrant and inclusive communities through the processes of development, preservation, conservation, rehabilitation, and redevelopment centered in equity, the purposes of the Regional Council shall be:

- 1) To improve the standards and practices 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 the Region to provide for (a) the exchange of knowledge and results of experience; (b) the conduct of meetings, training, and

education 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 public and private agencies, associations and groups with related purposes.

MARC NAHRO is organized exclusively for charitable, religious, and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of MARC NAHRO shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes outlined in the purpose clause hereof.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

MARC NAHRO is not organized and shall not be operated for the private gain of any person. The organization's property is irrevocably dedicated to its educational and charitable purposes. No part of the organization's assets, receipts, or net earnings of the organization shall inure to the benefit of or be distributed to any individual.

ARTICLE III
MEMBERSHIP, QUALIFICATIONS, VOTING, DUES, AND CODE OF CONDUCT

Section 1. Membership

Active Member

Per the NAHRO Constitution, national NAHRO membership is requisite for membership and participation in MARC NAHRO. NAHRO Allied Individual members and NAHRO Agency members are eligible for membership in MARC NAHRO upon payment of dues established by the Executive Board. Allied Individual members and Agency Associates shall be “active members.”

Honorary Member

Retirees who have been a member of NAHRO for 20 years and have given exemplary service to MARC NAHRO shall be honorary members of MARC NAHRO. An honorary member will receive all the benefits of an active member at no cost, except the right to hold elected office.

Section 2. Qualifications

An active member who ceases to qualify for active membership because of a change of employment may be retained in active status for one year. If active members do not regain qualifying status after one year, their active membership shall be terminated immediately.

Section 3. Voting

Any active or honorary member is entitled to cast one vote in any action taken by a vote of the members of MARC NAHRO. Active and honorary members are eligible to participate in all activities open to the membership unless there is a conflict of interest, as referenced and incorporated herein, see Appendix A.

Section 4. Dues

The Executive Board may establish membership dues for the operation of the Region. Payment of the established dues shall entitle members to all the rights of Active membership.

Section 5. Code of Professional Conduct

Adherence to the NAHRO [Code of Professional Conduct](#) is required for all Active and Honorary members.

ARTICLE IV
EXECUTIVE BOARD
COMPOSITION, ROLE, MEETINGS, QUORUM, ELIGIBILITY, VACANCIES, REMOVAL

Section 1. Composition

The control of the affairs of the Regional Council shall be vested in the Executive Board consisting of:

- Officers: President, Senior Vice-President, Secretary, and Treasurer
Vice-Presidents: Commissioners, Community Revitalization and Development
Housing, International Research and Global Exchange, Member Services and
Professional Development
- Chapter Presidents or their Designees
- Fifteen (15) Members-at-large
- Three active Immediate Past Regional Presidents
- Parliamentarian
- NAHRO Board of Governors members who reside in the Region*
- NAHRO Fellows who reside in the Region*
- National Advisory Committee liaisons*
- Chapter Service Officers*
- Others as the Regional Council may establish by a three-fourth majority vote by members of the Executive Board
- *Ex officio member, who has voting rights but whose vote shall not be counted in determining a quorum.

Officers shall serve two-year terms. At-large members shall serve three-year terms, with one-third of said terms expiring each year. Regional Members on the NAHRO Board of Governors shall serve until their terms expire.

Section 2. Role

The Executive Board 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 Regional Council affairs to the membership; (e) selection of a firm to conduct an audit/financial review in accordance with the schedule recommended by the By-laws Committee and approved by the Executive Board; (f) planning and accounting for the activities of the Regional Council, including the employment of staff.

Section 3. Meetings

Regular Meetings

The Executive Board shall hold at least two meetings each year. Additional meetings may be held at any NAHRO event within or outside the region.

Notice of a regular meeting shall be transmitted electronically to each Board member at least 30 days before the meeting date. It shall include the date, time, location, and the business to conduct.

Special Meetings

The President may call for a special meeting at any time or location. The Secretary may call for a special Executive Board meeting upon receiving a written request from at least one-fourth of the membership. All notices shall be transmitted electronically and specify the date, time, location, and the business to conduct. If possible, information should be delivered **15** days before the meeting.

Emergency Meetings

The President may call for an emergency meeting if an unexpected and challenging situation requires quick action. Notices shall be transmitted electronically and specify the date, time, location, and the business to conduct.

Virtual Attendance

Executive Board members who wish to attend an in-person meeting by video, telephone or other means, must notify the Regional President 20 days before the meeting to ensure that audio-visual requirements can be accommodated. Approval is subject to the feasibility of accommodating the request.

Section 4. Quorum

At any meeting of the Executive Board, one-third plus one of the members of the Executive Board shall be present to establish a quorum for the conduct of the business of the Regional Council. Each member of the Executive Board shall be entitled to one vote.

Section 5. Eligibility

Any member of the Executive Board who ceases to be eligible for active membership in the Regional Council shall cease to hold the position upon termination of the period of active status retention as defined in Article III Section 2, and the position shall become vacant.

The position of any officer or member of the Executive Board elected by the membership who does not attend two meetings during a term and whose absence is not excused by the Executive Board shall become vacant.

Section 6. Vacancies

In the event of a vacancy in the office of the President, the Senior Vice-President is to automatically succeed to the office for the remainder of the President's term. In the event of the unavailability of the Senior Vice-President to advance to the Presidency, the Executive Board shall select a member of the Executive Board to serve as President for the remainder of the term.

No matter how created, the majority vote of Executive Board members shall fill all vacancies. Notice of vacancies shall be provided to the Executive Board in writing. Executive Board members shall be given ten days to submit a nominee to fill the vacancy. If there is more than one nominee for a position, voting will take place electronically or during a Zoom or in-person meeting within 30 days following the deadline for the receipt of nominations from the Executive Board. The voting period shall be not less than ten business days.

In filling vacancies, Board members should consider with due diligence the current composition and take the necessary steps to ensure diverse individual agency representation, agency size, and ethnicity.

Section 7. Steering Committee

There shall be a Steering Committee of the Executive Board consisting of the elected officers. The Steering Committee shall be chaired by the President. The Steering Committee shall: a) review all financial reports prior to distribution to the Executive Board; b) give advice to the President upon request; c) act on behalf of the Executive Board between meetings, if authority is granted by the Executive Board.

Section 8. Removal from the Executive Board

Any member of the Executive Board may be removed from the Executive Board when:

- 1) In the Board's judgment, the continued participation of the member is detrimental to the Region's best interest.
- 2) There is a violation of the NAHRO Code of Professional Conduct.
- 3) There is a conflict of interest as defined in the Conflict-of-Interest Disclosure Certificate, Appendix A of this document.

Any Board member whose removal has been proposed shall be notified in advance by the Regional President or designee and given ten calendar days to be heard following the notification. A two-thirds majority vote of the entire Executive Board is required for removal.

ARTICLE V

OFFICERS: TITLES AND DUTIES

Section 1. Titles

The officers, who shall be Active members in good standing of NAHRO and MARC NAHRO shall be:

- President
- Senior Vice President
- Secretary
- Treasurer
- Six Vice-Presidents with portfolio: Commissioners, Community Revitalization and Development, Housing, International Research and Global Exchange, Member Services, and Professional Development.

Section 2. Duties

President

It shall be the duty of the President to preside at all meetings of the Regional Council, to establish such committees, task forces, and ad hoc groups for the conduct of the affairs of the Regional Council; to implement such procedures, policies, and activities as adopted or approved by the Executive Board of the Regional Council; and to report periodically to the membership on the accounts and general business of the Regional Council. In consultation with elected officers, the President shall appoint a Board Parliamentarian, members to serve on regional committees, chairs and vice chairs of regional committees, and select and recommend members to serve on national committees and ad hoc groups, at the request of the NAHRO President. In appointing members to such assignments, the President shall diligently represent the broad range of membership interests, including members from small agencies, commissioners, regardless of disability, ethnicity, gender, race, religion and sexual orientation.

As authorized and approved in the annual budget process by the MARC Executive Board, amounts budgeted to the President's Discretionary Fund shall be available to the President without undue restriction.

Senior Vice-President

The Senior Vice-President shall preside in the absence of the President at all Regional Council meetings, shall succeed the President in office if they cannot complete their term, and perform such other duties as may occasionally be assigned by the President or the Executive Board. The Senior Vice-President shall serve as an at-large member on the NAHRO Board of Governors and on the NAHRO Legislative Network Advisory Committee.

Vice-Presidents with Portfolio

Vice-Presidents with portfolio shall be responsible for the conduct of the standing committee from which they were appointed, shall serve as chairperson of such standing committee, and serve as Regional Vice President with portfolio of that standing committee.

Secretary

The Secretary shall be responsible for all correspondence, sending of notices, and maintaining the records of the Regional Council, as well as performance of such other duties as may be assigned by the President or the Executive Board.

Treasurer

The Treasurer shall a) preside over the Finance Committee; b) give advice on all financial matters to the Executive Board, the Regional Service Officer, and any others who support the Regional Service Officer; c) assist the President and Regional Service Officer in the development of the annual budget; d) review financial reports quarterly; e) review 990 filings annually; (f) review audit reports and/or financial reviews annually; and (g) report any irregularities or concerns to the Executive Board.

Parliamentarian

When requested by the President, the Parliamentarian shall provide explanation or advise, but not rulings, which are to be made by the President or presiding officer. The Parliamentarian is to inform the President of errors in parliamentary procedure, assist and support the President in maintaining order and adhering to meeting agendas as presented. Additional functions of the Parliamentarian include coordination of motions and resolutions, election and voting procedures and other services as deemed appropriate by the President or the Executive Board.

Conflict of Interest

No member, officer, director, or service officer shall, during their tenure or two years thereafter have any financial interest, direct or indirect, in the business of the Region.

ARTICLE VI

NOMINATIONS AND ELECTIONS AND TERMS

Section 1. Nominations – Each Year

Not later than December 30, the Regional President shall appoint a Nominations and Elections Committee (N&E). The N&E shall be comprised of five Active members, one of whom shall be appointed Chair. Notice as to who constitutes the N&E shall be given to the entire membership not later than January 20. Notice shall solicit nominees from the membership.

Not later than **Feb. 10** the N&E shall meet and select one or more persons from the rolls of Active members in good standing as nominees for: President, Senior Vice-President, Secretary, and Treasurer in odd-numbered years; the at-large position on the NAHRO Board of Governors at the expiration of the term; and (annually) each year, the five at-large seats on the regional Executive Board. The sitting Senior Vice-President, if elected by the membership, shall automatically appear on the ballot as a candidate for the office of President. If the sitting Senior Vice-President was elected by the Executive Board to fill an unexpired term, their name may or may not be placed on the ballot for the office of President.

The name of the sitting President may *or may not* appear on the ballot for the office of President if the President is fulfilling an unexpired term and was elected by the Executive Board.

Nominees must submit a signed written affidavit provided by the Nomination and Election Committee and a 200-word statement of why they want to serve on the Executive Board. This affidavit outlines the requirements, attendance, support and expectations of serving on the MARC NAHRO Executive Board. Execution of the affidavit is required to be included on any ballot.

Not later than **Feb.28** the Secretary shall notify the membership of the nominations recommended by the N&E. Such notice shall clearly indicate that additional nominees will be placed on the ballot if petitions requesting such action are submitted electronically to the Secretary not later than **March 15**. Petitions must carry the names of 25 Active members in good standing from at least 3 states/territories.

When the nomination procedures result in more than one nominee for a position, the Secretary shall thereupon prepare, or cause to be prepared, electronic ballots containing the names of the nominees submitted by the N&E; plus, the names carried on all eligible petitions. The N&E shall prepare a biographical statement regarding each nominee, which shall include professional and organizational service. If there is not more than one nominee for any position to be filled, the N&E shall certify to the Regional Council at the annual meeting that such nominees have been duly elected to such positions.

No later than **March 20** the Secretary shall have one electronic ballot delivered to each Active member and honorary member on the membership rolls. The ballot shall include voting instructions detailing the manner in which voting shall be carried out, how the election will be conducted and how votes shall be validated and counted. The voting period must not be less than **21 days**.

In the case of Active members who lack the ability to receive electronic notices, forwarding of electronic notice to their sponsoring agency's official contact is hereby deemed notice to all

active members thereof. A Paper ballot will be sent upon request only, provided such request is received by March **26**.

The nominee who receives the highest number of votes cast shall be declared the winner. The N&E shall certify the results of the election and shall carry out any recount directed by the Executive Board in response to vote for a recount by a majority of the members present at the time of the announcement of the election results, which will take place at the annual meeting.

Section 2. Elections and Terms

- 1) The officers of the Regional Council shall be elected or appointed in odd-numbered years.
- 2) Five members at-large on the Executive Board shall be elected (annually) each year.
- 3) The regional at-large representative on the Board of Governors shall be elected in odd-numbered years, and at the conclusion of the term.
- 4) Officers shall serve two-year terms.
- 5) Members at-large on the Executive Board shall serve three-year terms.
- 6) The regional at-large representative on the Board of Governors shall serve a four-year term.
- 7) All officers and other members of the Executive Board shall serve until their successors have assumed their duly elected positions.
- 8) Officers (except vice presidents with portfolio), the NAHRO BOG at-large representative, and members-at-large of the Executive Board shall be elected by the active members of the Regional Council.
- 9) Vice-Presidents with portfolio shall be appointed by the Regional President in consultation with the officers elected by the membership.

Terms shall coincide with the terms of office for national NAHRO officers, which is at the conclusion of the National Conference and Exhibition of NAHRO in the year in which the election was held.

ARTICLE VII MEETINGS, QUORUM AND RULES OF CONDUCT

Section 1. Meetings

Annual Membership Meeting

There shall be an annual meeting of the membership of the Regional Council at a time and place fixed by the Executive Board. Reasonable notice of the annual meeting shall be given to the membership at least 30 days before the meeting date.

Special

Special membership meetings may be called at any time on the order of the President, the Executive Board, or by the signed petition of at least one-fifth of the total active membership. The Secretary shall give notice of the time and place of a special meeting at least ten days prior to the meeting date.

Section 2. Quorum

A quorum must be present at any membership meeting at which business is transacted. Fifty-one of the active members of the Regional Council shall constitute a quorum.

Section 3. Rules of Conduct

The provisions of these By-Laws and Robert's Rule of Order shall apply to the conduct of any meeting of the membership, the Executive Board and other duly constituted committees of the Regional Council.

ARTICLE VIII COMMITTEES

Section 1. Standing Committees

There shall be standing committees of the Regional Council through which the program, professional and member **services'** needs, and membership participation can be provided. The standing committees of the Regional Council are Commissioners, Community Revitalization and Development, Housing, International Research and Global Exchange, Member Services, and Professional Development.

Section 2. Other Committees: The Regional President shall appoint a Nomination and Election Committee each year (annually). The N&E will be responsible for the conduct of the election and for selecting nominees for the election ballot (see Article VI), and a Finance Committee.

The Finance Committee shall:

- 1) Develop an annual budget.

- 2) Monitor adherence to the budget.
- 3) Create and recommend policies that help ensure the assets of the Region are protected.
- 4) Ensure the filing of the 990s annually.
- 5) Recommend a fee accountant and auditor or financial reviewer when needed.

Section 3: Composition

Each standing committee may have up to 21 members appointed by the Regional President. The Regional President shall appoint the committee chair and vice chair of each Standing Committee in consultation with the **officers elected by the membership**.

In appointing members to such assignments, the Regional President shall diligently represent the broad range of membership interests, including members from small agencies and commissioners, regardless of disability, ethnicity, gender, race, religion and sexual orientation.

Section 4: Term

All committees shall be appointed in odd-numbered years and their terms shall be concurrent with the term of officers.

ARTICLE IX AMENDMENT

Section 1. Method

These By-Laws may be amended by a majority of the Active members in attendance at a regular or special meetings of the membership or by electronic ballot affirmatively voted on by a majority of those voting.

Each Active member shall receive a written notice stating the proposed amendments and be given ten days for examination. Only such modifications as specified in said notice shall be made; however, by unanimous vote of all members present at a regular or special meeting, the By-laws may be amended without previous notice.

Section 2. Approval

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

ARTICLE X CONDUCT OF BUSINESS

Section 1. Except as otherwise provided by these By-Laws or Amendments thereto, “Roberts Rules of Order,” **as most recently revised**, shall govern all questions of procedure and parliamentary law conducting the Region’s business at any meetings prescribed herein.

**ARTICLE XI
DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

Amendments

12/1979
07/1981
03/1982
05/1987
05/1990
05/1992
09/1993

04/1977
05/1998
07/2007
07/2011
07/2012
97/2017
03/2020

**Appendix A
CONFLICT-OF-INTEREST DISCLOSURE CERTIFICATE**

MARC NAHRO officers and members of its Executive Board must execute the Conflict-of-Interest Disclosure Certificate to align with the term of office. The signing parties are required to update the Regional Service Officer any time there any changes to the information contained in the form.

For purposes of completing this certificate: A conflict of interest arises when a person who is in a position of authority over MARC NAHRO, its activities, or its employees may benefit financially from a decision such person must or could make in their capacity as a MARC NAHRO official or employee. For example, indirect benefits, such as benefits to family members, businesses in which the official or employee or a family member has an ownership or contractual interest, or other material relationship or benefits to other persons with whom the official or employee has a relationship that is not an arm’s length relationship. MARC NAHRO officials and employees are expected to avoid both actual conflicts of interest and actions resulting in such a conflict.

Using the above-stated definition as a guide, please indicate the following (attach a separate sheet if additional space is necessary to provide adequate detail).

___ The following are all interests, relationships or activities held or engaged in by the undersigned that give rise to a present conflict of interest relating to MARC NAHRO (Please state “none” if none):

___The following are all interests, relationships, or activities held or engaged in by the undersigned that, in the good faith judgment of the undersigned, could give rise to a conflict of interest within the 12 months following the date of this Certificate (Please state “none” if none):

___The following are all interests, relationships or other activities of the undersigned that presently do, or reasonably will, in 12 months following the date of this Certificate, give rise to an apparent conflict of interest or an appearance of impropriety, as distinguished from an actual conflict of interest. (Please state “none” if none.)

As a result, I hereby certify that the above statements are true, correct, and complete.

Signature: _____
Print Name: _____

Date: _____
Board Position: _____

Please Note: Matters revealing conflicts may be disclosed to the Executive Board and appropriate action may be requested to mitigate the effect of or to resolve the conflict.