

**CONSTITUTION AND BY-LAWS
FOR
ILLINOIS ASSOCIATION OF HOUSING AUTHORITIES**

ARTICLE I - NAME

The name of this association shall be the ILLINOIS ASSOCIATION OF HOUSING AUTHORITIES (herein referred to as the "Association"). Authorities may be interpreted to include any public agency primarily concerned with all phases of housing and related community programs in the State of Illinois.

ARTICLE II - PURPOSE

SECTION 1- To work toward the objective to ensure the availability of decent, safe and affordable housing for all people; to work for community development and elimination of slums; to foster, develop and improve the standards and practices involved in administration of such programs; to provide a clearinghouse for exchange of ideas and experiences; to provide the membership with information on Federal and State of Illinois policy, legislation and regulations pertaining to housing.

SECTION 2 - To cooperate with the Illinois Department of Housing and Urban Development and the Department of Commerce and Community Affairs and all other agencies, associations, groups and persons, both public and private, having similar or related purposes.

ARTICLE III - MEMBERSHIP AND ELIGIBILITY

SECTION 1 - Any public or not-for-profit agency having to do primarily with one or more phases of housing and related community programs in the State of Illinois shall be eligible for active membership.

SECTION 2 - Any person, business firm, or organization interested in the purpose and the activities of the Association shall be eligible to associate membership with all rights of active members, except the right to hold office and the right to vote:

SECTION 3 - Active members of the Association shall be those agencies whose current membership dues are paid.

ARTICLE IV - VOTING ELIGIBILITY

SECTION 1 - Each agency holding an active membership and in good standing shall be entitled to case one (1) vote. The Executive Office of the agency having an active membership shall cast the one (1) vote. Except, the Executive Office of the member agency may designate, in writing, to the Executive Board any agency executive staff member as its voting or alternate voting member.

SECTION 2 - To facilitate accuracy in vote casting, the Chairperson shall have the right to require the voting member of each eligible agency to sit within an area prescribed by him/her before taking the final vote on any controversial item of business.

SECTION 3 - The Chairperson shall have the right to require a vote by ballot on any item of business.

SECTION 4 - The majority of members in attendance shall have the right to require a vote by ballot on any item of business.

ARTICLE V - OFFICERS AND EXECUTIVE BOARD

SECTION 1 - The officers of the Association shall consist of President, First Vice-President, Second Vice-President, Treasurer, and Recording Secretary or Keeper of the Minutes (hereinafter referred to as Secretary).

SECTION 2 - The Executive Board (hereinafter referred to as the Board) shall have such powers as are normally exercised by such bodies and shall have general charge of the Association between meetings, with power to act. The Executive Board shall consist of the Officers, immediate past president of the Association, twelve directors who are active members of the Association and the Presidents of the *three* Regional Councils. When a director is elected to an office of the Association or as Regional Council President, the Regional Council he/she represents shall appoint a replacement to serve as director on the executive Board to fulfill the remainder of the term.

SECTION 3 - The executive officer of an agency having an active membership, or any executive staff who may be designated by an authority in writing, as its voting or alternate voting member shall be eligible to hold office in the Association.

SECTION 4 - Officers shall be elected by the active members of the Association at the annual meeting and shall serve a two (2) year term beginning October 1st or until their successors have been elected. An officer of the Association having been elected and having served a full term shall be eligible for re-election to succeed himself/herself in the same office to serve two consecutive terms only.

SECTION 5 - In the event of a vacancy in the office of President, the First Vice-President is to automatically succeed to the office until the next annual meeting of the Association. In the event of the unavailability of the First Vice-President to succeed to the President, the Second Vice-President shall serve as President until the next annual meeting of the Association. In the event a vacancy occurs in any other elective or appointive position, such vacancy shall be filled by appointment of the President, within thirty (30) days with the approval of the Board.

SECTION 6 - Directors of the Association shall be elected for *four (4) year* terms on a staggered basis. Council Presidents shall appoint a member to complete the term for an interim vacancy until the normal re-election time.

SECTION 7 - The books and accounts maintained by the treasurer shall be audited by an independent CPA firm or individual after the end of term of office. The Treasurer shall be bonded by corporate surety in an amount to be determined by the Board.

SECTION 8 - Each Board member shall have one vote.

SECTION 9 - A member of the Board absent from three (3) consecutive regular meetings shall automatically vacate his/her seat on the Board.

ARTICLE VI - DUTIES OF OFFICERS AND EXECUTIVE BOARD

SECTION 1 - President - The President shall act as Chairperson of the Board and shall preside at meetings of the members. He/she shall sign on behalf of the Association all formal instruments and shall perform such other duties as may from time to time be assigned to him/her by the Board. The President shall establish such committees, task forces, ad hoc groups, advisory councils, and like groups which are not prohibited by these by-laws.

In appointing members to such assignments, the President shall be diligent in representing the broad range of membership interest.

With the concurrence of the Board, the President may also act jointly with other organizations with interest related to the Association to name jointly committees and name active or affiliate members of the Association to such committees.

SECTION 2 - First Vice-President - The First Vice-President shall preside in the absence or incapacity of the President; and when so acting shall have all the powers of and be subject to all the restrictions of the President. At the direction of the President and the Board, he/she shall carry out such other duties as may be assigned.

SECTION 3 - Second Vice-President - In the absence or incapacity of the First Vice-President, the Second Vice-President shall perform his/her assigned duties as so stated above.

SECTION 4 - Treasurer - The Treasurer shall Chair the Finance Committee, ensure, in conjunction with the Finance Committee, that a true and accurate account of financial transactions is made, and perform other duties as assigned by the President or the Board.

He/she shall have the care and custody of all funds of the Association and shall deposit same in the name of the Association in such bank or banks as the Association may select. He/she shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of the Board. He/she shall keep regular books of accounts showing receipts and expenditures and shall render to the Board at each regular meeting (or more often when requested) an account of his/her transaction and also of the financial condition of the Association.

SECTION 5 - Secretary - The Secretary shall be responsible for preparation and distribution of the Minutes of all meetings of the membership, Executive Board and Executive Committee. The Secretary shall also maintain a current list of the members of the Association and shall, under direction of the President, issue notices of meetings of the Association, Executive Board and of the Executive Committee, and shall perform such other duties as may be required by these By-Laws or assigned by the Executive Board, Executive Committee or President.

SECTION 6 - The Board shall have general charge of the business of the Association between meetings of the Association, including the custody and disbursement of funds.

The Association shall not incur for any purpose any obligation requiring the payment of money unless the sum necessary for the payment of such obligation is on hand and in the Association treasury.

SECTION 7 - All member authorities shall receive copies of the minutes of the Board and business meetings of the Association, at the expense of the IAHA. The minutes of the Annual Business Meeting shall include a financial statement showing receipts and disbursements as presented and approved at said meeting.

ARTICLE VII - EXECUTIVE COORDINATOR

SECTION 1 - The Association may contract with an Executive Coordinator. The Executive Coordinator shall be responsible for carrying out the goals, policies and programs of the Association. He/she shall participate in planning, development, and implementation of all programs sanctioned by the Association. He/she shall assist and coordinate the efforts of the standing committees as directed by the Board. His/her responsibilities shall include: overall responsibility to keep the Board informed on all legislation and policy decisions of the Federal and State government that effect the operation of Illinois Public Housing Authorities; professional consultation with the Board, ensure positive public relations and representation of the Association with other agencies and the housing industry at large and other duties as may be assigned by the Board. The compensation of the Executive Coordinator shall be determined by the Board. This position is that of an independent contractor and does not provide right to hold office nor the right to vote.

ARTICLE VIII - INDEMNIFICATION

SECTION 1 - The Association shall, to the fullest extent to which it is empowered to do so under Illinois law or any other applicable laws, as from time to time may be in effect, indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, administrative or investigative, by reason of the fact that he or she is or was a director, officer, agent or employee of the Association, or is or was serving at the request of the Association as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in conjunction with such action, suit or proceeding.

SECTION 2 - Expenses incurred in defending a civil, or administrative action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, agent, or employee to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Constitution and by-laws or otherwise.

SECTION 3 - The indemnification provided in this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-laws, agreement, vote of members or disinterested members of the Board or otherwise, both as to actions in his official capacity and as to actions in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, agent or employee and shall insure to the benefit of the heirs,

executors and administrators of such person. The provisions of this Article VIII shall be deemed a contract between the Association and any person entitled to indemnification hereunder; provided, however, that nothing herein contained shall prohibit the Association from entering into individual indemnification agreements with any person entitled to indemnification hereunder.

SECTION 4 - The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, agent or employee of the Association or is or was serving at the request of the Association as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her, incurred by him or her in any such capacity or arising out of his or her status of such, whether or not the Association would have the power to indemnify him or her against such liability under this Article VIII.

SECTION 5 - If the Association has paid indemnity or has advanced expenses under this Article VIII to a director, officer, employee or agent, the Association shall report the indemnification or advance in writing to the members entitled to vote, with or before the notice of the next meeting of the members entitled to vote.

SECTION 6 - For purposes of this Article VIII, references to "the Association" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger, which, if its separate existence had continued, would have had the owner and authority to indemnify its directors, officers, employee or agent, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust of other enterprise, shall stand in the same position under the provisions of this Article VIII with respect to the surviving corporation as such person would have had with respect to such merging corporation if its separate existence had continue.

SECTION 7 - For purpose of this Article VIII, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect of an employee benefit plan; and references to "serving at the request of the Association" shall include any service as a director, officer, employee, or agent of the Association which imposes duties on or involves services by such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries.

ARTICLE IX - MEETINGS

SECTION 1 - The Association shall meet at a minimum of two times each year, one being an annual meeting in September and at a time and place to be determined by the Board who shall notify the members of the time and place of such meeting not less than ten (10) days prior to the designated date.

SECTION 2 - The President or Board may call special meetings of the Association as deemed necessary or helpful and shall call such meetings upon the written request of ten (10) active members. The purpose or purposes of any special meetings shall be stated in the notice of such meeting which notice shall be mailed to each member of the Association not less than fifteen (15) days prior to the date of such meeting. In the vent,

however, that the attendance at such special meeting comprises three-fifths (3/5) of the total active paid, membership, then, upon a unanimous vote of those present, a special meeting may be changed to a regular meeting, permitting action on general business other than that which has been specified in the aforesaid notice.

SECTION 3 - A quorum of any regular or special meeting of the Association shall consist of not less than one-third of all voting members.

SECTION 4 - The Board shall hold at least one meeting each quarter, one of which shall be held in connection with the Annual Meeting of the Association.

SECTION 5 - A quorum of any meeting of the Board shall consist of not less than a simple majority of the members of the Board.

SECTION 6 - The Executive Committee shall meet as called by the President.

SECTION 7 - The act of a majority of the membership present at a meeting at which a quorum is present, shall be the act of the Association.

SECTION 8 - The act of a majority of the Board members present at a meeting, at which a quorum, is present, shall be the act of the Board.

ARTICLE X - COMMITTEES

SECTION 1 - There shall be eight standing committees and such other standing and special committees as deemed necessary.

SECTION 2 - At the First Executive Board meeting following the adjournment of the Annual Meeting at which the election of officers and/or directors is held, the President shall submit names of persons to be appointed as chairpersons for the standing committees. They shall serve until the next election of officers following their appointment, or until their successors are named. A Chairperson's tenure will end upon his/her ceasing to fulfill the requirements which have been established for the position.

SECTION 3 - Only a voting member of the Association shall be appointed chairperson of any committee. Any member of the Association may be appointed as a committee chairperson with the concurrence of the Board.

SECTION 4 - The number of committee members shall be determined by the chairperson. In making appointments to the committees consideration shall be given to achieve a cross section of members and to the geographical location of members to ensure fair representation from each of the Councils.

SECTION 5 - Each committee shall have such powers as are necessary to accomplish the purpose of such committee as set forth in these by-laws or in the resolution of the Board creating the committee in question.

SECTION 6 - Executive Committee- The officers of the Board shall constitute the Executive Committee. The Executive Committee is empowered to conduct appropriate business between the regularly scheduled Board meetings as necessary and in the

absence of specific direction of the Board. The President of the Board shall serve as Chairperson of the Executive Committee. A majority of the Executive Committee shall constitute a quorum providing the meeting is chaired by the President, First Vice-President or the Second Vice-President. The Executive Committee may not modify actions previously adopted by the Association or Board. Actions for which specific officers authority has not been granted shall be reviewed and ratified by the Board at the next subsequent meeting.

SECTION 7 - Standing Committees:

- A. Budget/Finance Committee: The Budget/Finance Committee shall consist of the Treasurer as Chairperson and other members appointed as provided in Sections 3 and 4 of this article. It shall assist the Treasurer in establishing budgets, making financial projections and in making appropriate recommendations on financial matters to the Board. It shall be responsible for other duties as assigned by the Board and is accountable to the Board for all fiscal/financial policies.
- B. Education Committee: The Education Committee shall consist of a Chairman and other members as provided in Sections 3 and 4 of this Article. With the concurrence of the Board, it shall plan, develop and schedule workshops, seminars and other training programs for the dissemination of information and to provide continuing professional development and education to enhance member agencies performance in the areas of housing management and the administration of housing programs. It shall be responsible for other duties as assigned by the Board for policies related to the education of the Association members.
- C. Legislative Committee: The Legislative Committee shall consist of a Chairman and other members appointed as provided in Sections 3 and 4 of this Article. It shall monitor current and proposed legislative actions of the state and federal governments concerning and/or affecting public housing and housing assistance programs and all other legislative issues of interest and importance to the Association membership. It shall make recommendations with Board concurrence to the Association membership to support or oppose existing or proposed legislation and regulations that hurt or assist housing programs and decrease or increase the operational effectiveness of member agencies. It shall be responsible for other duties as assigned by the Board and is responsible to the Board for policies related to Legislative activities.
- D. Membership Committee: The Membership Committee shall consist of a Chairman and other members appointed as provided in Sections 3 and 4 of this Article. It shall recommend to the Board ways to increase participation of Association members. It shall recommend ways to secure maximum membership of Illinois Housing Authorities and associate memberships for persons, business firms and organizations eligible for such membership. It shall develop and recommend to the Board procedures required to assure the maintenance of the membership and service to them. It shall continually evaluate dues and services and make recommendations to the Board

concerning same. It shall be responsible for other duties as assigned by the Board and is responsible to the Board for policy related to membership.

- E. Nominating Committee: The Nominating Committee shall consist of a Chairperson and other members appointed as provided in Sections 3 and 4 of this Article. It shall solicit and receive suggestions for nominations to the offices and Board. It shall make one (1) nomination for each position to be filled. It shall present the slate of nominees and their offices to the entire membership, in writing, not less than ten (10) days prior to the Annual Meeting. Nominations for any/all positions may be made from the floor at the meeting. It shall give due consideration to the geographical location of nominees to ensure statewide representation of officers and Board members. It shall also give careful consideration to the various types of interest represented in the Association.
- F. Personnel Committee: The Personnel Committee shall consist of a Chairperson and other members appointed as provided in Sections 3 and 4 of this Article. In appointing members to this committee due regard should be given to members well versed in personnel affairs, including wage and salary administration, benefit programs, labor relations, and personnel administration in general. It shall, if staff is employed, assess current and future manpower needs and make appropriate recommendations to the Board. It shall establish and recommend to the Board all policies governing personnel affairs of the Association. It shall establish and recommend to the Board job descriptions for all staff positions in place. It shall establish and recommend to the Board employer grievance policy/procedure. It shall monitor the wage and salaries to assure compensation is fair and competitive. It shall continually review the benefits program and other matters affecting personnel practices, including of an adequate system of employee evaluation which it shall administer. It shall advise the Board in the hiring process and on decisions to terminate employees. It is not the function of the committee to hire, fire or decide salary raises on an employee. Those functions belong to the Board. The committee shall work closely with the Budget/Finance Committee in providing early input in the budgetary process, reflecting personnel needs in the coming year. It is accountable for making reports at scheduled Board meetings that give Board members insight into current operations of personnel affairs. The Personnel Committee does not set policy. It recommends to the full Board. Final accountability for personnel policies and practices rest with the Board. Final accountability for personnel policies and practices rest with the Board as a whole, not just the Personnel Committee. It shall be responsible for other duties as assigned by the Board.
- G. Public Relations Committee: The Public Relations Committee shall consist of a Chairperson and other members appointed as provided in Sections 3 and 4 of this Article. It shall advise the Board on issues of information and publicity to the public and the Association membership and make recommendations regarding general information/publicity policies. It shall be responsible for other duties as assigned by the Board and is accountable for all policies related to public information and publicity.

H. Resolutions and By-Laws Committee: The Resolution and By-Laws Committee shall consist of a Chairperson and other members appointed as provided in Sections 3 and 4 of this Article. It shall receive any proposed amendments to these by-laws by the Association membership. It shall study such proposals and draft appropriate amendments and make appropriate recommendations to the Board on proposed amendments. It shall be responsible for other duties as assigned by the Board.

SECTION 8 - Ad Hoc Committees - The President, with the confirmation of and in consultation with the Board, shall be empowered to appoint ad hoc committees as deemed necessary. Said committees shall have a Chairperson and other members appointed as provided in Sections 3 and 4 of this Article. It shall be responsible for such duties as assigned by the Board. It shall cease to function when it has completed its duties and has brought in a report.

SECTION 9 - The President shall be an ex-officio member of all committees except the nominating committee.

ARTICLE XI - AMENDMENTS

SECTION 1 - Amendments to these by-laws may be proposed at any Board meeting of the Association and if approved by a majority of the members present, the Board shall mail to all members a copy of the proposed Amendments not less than fifteen (15) days prior to the next regular or special meeting of the Association for ratification.

SECTION 2 - If an amendment is approved by two-thirds of the balloting members with no less than a simple majority of the Association members voting, it shall become effective immediately.

ARTICLE XII - MEMBERSHIP DUES

SECTION 1 - The dues for all classes of members shall be on recommendation of the Board and approved by a majority of qualified voting members present at any duly called meeting of the membership.

ARTICLE XIII - FISCAL YEAR

SECTION 1 - The fiscal year of the Association shall be October 1 to September 30. Dues shall be payable in advance of October 1st and shall be considered delinquent after December 1st.

ARTICLE XIV - FINANCES

SECTION 1 - Compensation - No compensation shall be due to officers/directors for duties directly related to their offices. Except that remuneration may be paid for necessary out-of-pocket expenses. A resolution authorizing such remuneration shall have been adopted by the Board before such expense has been incurred.

SECTION 2 - Inurement of Benefits - No part of the Association property or the proceeds, income or avails thereof shall be distributed to or inure to the benefit of any individual, whether by loan, purchase, exchange, or otherwise directly or indirectly,

except that any individual may be compensated for services actually rendered in good faith and at rate of compensation comparable to those prevailing generally for the type of service rendered.

ARTICLE XV - RULES OF ORDER

SECTION 1 - Robert's Rules of Order, Revised, shall govern meeting of the membership, of the Board, and the Executive Committee when not in conflict with these by-laws or rules adopted by the membership or to the Board.

ARTICLE XVI - DISSOLUTION

SECTION 1 - In the event of the dissolution of this Association, all of its assets of every nature whatsoever remaining after payment of its liabilities and of necessary costs and expenses and dissolution proceeding shall be distributed and paid out by this Association to such other not-for-profit associations or organizations engaged in the same or similar programs consistent with the purposes of this Association as determined by the officers and Board holding office immediately prior to the commencement of dissolution proceedings.

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