

# KENTUCKY HOUSING ASSOCIATION, INC.

## BY-LAWS

### ARTICLE I – GENERAL PROVISIONS

**SECTION 1.** As used in these By-Laws, the word “Association” means this Corporation. The Kentucky Housing Association, Inc.

**SECTION 2.** The principal office and place of business of the Kentucky Housing Association shall be the mailing address of the Incumbent president. The incoming President has the responsibility to file an address change with the Secretary of State.

**SECTION 3.** The seal of this Association shall be circular with the words “Kentucky Housing Association, Inc.” surrounding the word “seal.”

### ARTICLE II – MEMBERS

**SECTION 1. ACTIVE MEMBERS** – The eligible membership of the Association shall consist of City and/or County Housing Authorities and Section 8 Agencies.

**SECTION 2. COOPERATIVE MEMBER** – (Non-Voting Membership) – Practicing professionals, including Architects, Engineers, and Consultants, who are licensed, registered, and/or recognized by any state or governmental unit, as well as, all individuals doing business with and interested in information relating to Public Housing, Section 8 Housing and non-profit affordable housing.

**SECTION 3. RETIRED MEMBERSHIP** – (Non-Voting Membership) – Active Members who have retired from Public Housing and related agencies after more than five (5) years of service.

### ARTICLE III – MEETINGS OF MEMBERSHIP

**SECTION 1. ANNUAL MEETINGS** – The annual meeting of the Association shall be held at the Annual Conference, preferably in September in order to avoid conflict with other interest groups and organizations, at such specific time and place as the Board of Directors may from time to time determine and the members shall be advised in advance of such meetings and of the time and place thereof. The notice shall also include minutes of the prior Annual meeting and treasurer’s report. The notice shall be issued a minimum of 30 days prior to the Annual meeting.

**SECTION 2. SPECIAL MEETINGS** – A special meeting of the Association may be held at such time and place as the Board of Directors may determine, provided that a notice of at least ten (10) days shall be mailed, e-mailed, or faxed to the members. At any such special meeting no business shall be considered other than as designated in the call or written request of the meeting. A minimum of seven (7) Board Members can call a special meeting of membership.

**SECTION 3. QUORUM** - The presence in person or by proxy of one-tenth of the members entitled to vote shall constitute a quorum for the transaction of business.

**SECTION 4. MAJORITY** – When a quorum, as defined in Section 3 above, is present and in attendance at such meeting of the Association, the action of a majority in attendance of such meeting shall constitute a majority and shall control and determine all matters before the Association.

**SECTION 5. ORDER OF BUSINESS** - At regular meetings or special meetings of the Association, the order of Business shall be as follows: (subject to the discretion of the President to change the order of business to accommodate the membership)

1. Reading and approval of minutes of previous meeting;
2. Report of the Secretary;
3. Report of the Treasurer;
4. Report of the Committees;
5. Unfinished Business;
6. New Business;
7. Adjournment.

**SECTION 6. MANNER OF VOTING** - The voting on all questions coming before the Association shall be by roll call, oral count or show of hands unless a written ballot vote is requested, in which event the exact manner of voting shall be determined by the Chairperson. If an oral vote or show of hands results in dispute as determined by the chair, the Chair shall call for a roll call or written ballot on the question.

**SECTION 7. MEETING HELD BY TELECONFERENCE** - Meetings may be held by means of telephone conference, video conference or similar communications equipment by means of which all Persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except where a Person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**ARTICLE IV – BOARD OF DIRECTORS**

**SECTION 1. COMPOSITION OF BOARD** - The affairs and business of the Association shall be conducted by the Board of Directors. The Board of Directors shall be elected by the members of the Association at the annual meeting of said Association and shall hold office for two (2) years. All elected positions shall be eligible for re-election for one (1) additional term, but in no event shall an officer serve the Association for a period to exceed four (4) years, in the same position, in succession. The Board of Directors shall be made up of thirteen (13) members and shall include eight (8) office holders; namely, President, Vice President, Vice President Housing, Vice President Section 8, Vice President Maintenance, Secretary, Treasurer, and a Director at Large; the immediate past President and the four (4) Directors who shall be elected from each of the four (4) Districts. The term of office shall begin October 1<sup>st</sup>

The President shall serve as the Chair of the Board of Directors., All other KHA officers shall serve as such for the Board of Directors. The President, or Vice-President, shall serve as the Association's Representative to the Southeastern Regional Council of the National Association of Housing and Redevelopment Officials (SERC-NAHRO).

**SECTION 2. VACANCY OF OFFICE** - In the event of resignation, death, removal of affiliation as defined in Article V, or incapacity of any of the District Directors, the membership shall be informed of any vacancy and any member may suggest a successor within 15 days of the notification by writing or emailing the President. The Board of Directors shall name the successor within 10 days after the 15-day period ends and may name any eligible person as the successor. The successor shall serve until the next Annual Meeting, at which time they may be elected to a full term. Any period of time served as a successor shall not count against any term limit.

**SECTION 3. DISTRICT ELECTIONS** - Names of the nominees of the District Directors, Election Committee representative, District Reporter, and if applicable, scholarship committee representative shall be presented to the Election Committees after annual district elections. No more than 75 days, but less

than 60 days prior to the KHA annual convention, each district director shall solicit interest from district members for the purpose of selecting district officers. The District Director will transmit a ballot that includes the office and persons seeking election to that office to each member agency. The ballot will be returned to and tabulated by each district director. The results shall be submitted to the President of KHA at least forty-five (45) days prior to the Annual Convention.

**SECTION 4. MEETINGS** - A regular meeting of the Board of Directors shall be held immediately following the annual meeting of the Association and at least one (1) other time during the year. 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 of a majority of the membership of the Board of Directors. Time and place of regular and special meetings of the Board of Directors shall be announced by the Secretary in the notice of call of the meeting, in which an agenda shall be sent to the Board of Directors. A quorum to conduct business shall consist of seven (7) members of the Board of Directors of which one (1) shall be the President, Vice President or the Secretary.

**SECTION 5. ORDER OF BUSINESS**- The order of business shall be as follows: (subject to the discretion of the President to change the order of business to accommodate the membership).

1. Roll Call;
2. Reading and approval of minutes of previous meeting;
3. Report of Officers;
4. District Reports;
5. Unfinished Business;
6. New Business;
7. Adjournment.

**SECTION 6. VOTING/BOARD MEETINGS** - No proxy votes shall be permitted during meetings of the Board of Directors. The Chair shall only vote to break a tie.

**SECTION 7. MEETING HELD BY TELECONFERENCE** - Meetings may be held by means of telephone conference, video conference or similar communications equipment by means of which all Persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except where a Person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## **ARTICLE V - OFFICERS**

**SECTION 1. OFFICERS** - The officers of the Association shall be a President, Vice President, Vice President of Public Housing, Vice President of Section 8, Vice President of Maintenance, Secretary, Treasurer, and a Director at Large. All officers shall be eligible for re-election for one (1) additional term, but in no event shall an officer serve the Association for a period to exceed four (4) consecutive years with the exception of a successor (see Article IV), in the same position. The term of office shall begin October 1<sup>st</sup>.

**SECTION 2. ELIGIBILITY** - Any executive personnel of a member agency shall be eligible to hold office in the Association subject to the requirements as stated herein. Executive personnel are hereby defined as Executive Director, or any other management personnel as the Executive Director may certify in writing as to competency, ability and authority to make decisions on their own in a formal meeting.

**SECTION 3. PRESIDENT** - The President shall preside at all meetings of the Association and sign the record of its proceedings. He/she shall also countersign all checks. The President, in addition to the duties

commonly enjoyed by a President of any like or similar organization shall submit to any meetings of the Association such information and recommendation as he/she may consider proper concerning the business affairs and policies on any and all matters before the Association. The President shall be bonded and the bond shall be paid for by the Association. The amount of the bond shall be set by the Board of Directors, but in no event shall it be less than \$1,000,000.

The President shall approve all payments of expenses and shall authorize all payments and expenses and shall authorize all obligations against the Association prior to commitment. The President shall also approve investment of excess funds in United States Government obligations, saving accounts in Member Banks of the Federal Deposit Insurance Corporation, or Building and Loan Association, whose deposits are secured by the Federal Savings and Loan Insurance Corporation. No investments however, shall be made in excess of the limits of insurance in said institutions.

**SECTION 4. VICE PRESIDENT** - The Vice President shall perform the duties of the President in the absence or incapacity of the President, and in the event of resignation or incapacity, they shall perform such duties as are imposed on the President. He/she shall succeed to the office of President, upon completion of his/her term(s) as Vice President.

**SECTION 5. DIVISIONAL VICE PRESIDENT** - In order to further the aims and purposes of the Association and facilitate organizational functions, operations and activities serving the various programs that are part of the Association's interests, there are established three (3) major Divisions to which are assigned all such areas of interest and program activities appropriate to the category as determined by the Board of Directors.

The three (3) divisions are: Public Housing, encompassing generally, but not limited to administration, development, management, and related functions; Section 8, encompassing generally, but not limited to Housing Choice Voucher, Project Based Vouchers, specialty vouchers and Family Self Sufficiency; and Maintenance, encompassing generally, but not limited to technical and maintenance.

The Vice President heading each division may appoint, with the advice and consent of the President, such committees as he/she may deem necessary, or as may be directed by the Board of Directors, following the principles and considerations for committee appointments set forth in Article VIII.

**SECTION 6. SECRETARY** - The Secretary shall keep the records of the Association, shall keep a narrative record of the proceedings of the Association, shall act as Secretary of all meetings of the Association and shall perform all the duties normally incident to the office of the Secretary. The Secretary shall attest all minutes of the meetings of the Association, and in addition shall keep such records as may be ordered by the Association and keep safe custody of the seal of the Association and affix such seal with proper attestation to any instruments as the Association may authorize to be executed. In addition, the Secretary shall be responsible for the sign in sheet at annual board meetings, Association's directory, posting minutes to the KHA website, issuing certificates of membership, roll call at Board meetings, agenda and mail, e-mail, or fax notices of meetings, and agent for process.

**SECTION 7. TREASURER** - The Treasurer shall have custody of all funds of the Association and shall deposit the same in the name of and to the account of the Association in such bank or banks as the Directors may select. In addition, the Treasurer shall keep regular books of accounts showing receipts and disbursements and shall render to the Association at each meeting, and to the Board of Directors, an account of all financial transactions and the status of the financial condition of the Association. All checks and orders for payment of money or disbursement of funds shall be signed by the Treasurer and countersigned by the President. The Treasurer shall be bonded and the bond shall be paid for by the Association. Amount of the bond shall be set by the Board of Directors, but in no event shall it be less than \$1,000,000. All books and accounts of the Association shall be subject to an annual audit, within thirty (30) days following the first date of each term of the office, an audit committee appointed by the

President shall solicit audit proposals to present to the board for approval. In addition, the Treasurer shall be responsible for collecting dues, filing appropriate insurance forms, receive and reconcile bank statements, chairs the Budget Committee, prepares reports for designated Authority performing computer reporting and is the Registrar of all workshops.

**SECTION 8. DIRECTOR AT LARGE** - In order to further the aims and purposes of the Association and facilitate organizational functions, operations and activities in serving the membership, the Director at Large shall serve as Chair of the Membership Services Committee and chair the By-Laws Committee and assist in coordination of at least one meeting per district during their term. The Director at Large shall serve as liaison between the membership and Board of Directors. Other responsibilities may be assigned as determined by the Board of Directors. An individual must have served one (1) term as District Director before holding the office of Director at Large.

**SECTION 9. DUTIES OF ELECTED OFFICIALS** - The Officers of the Association, in addition to those duties and functions enumerated above, shall perform such other duties and functions as are ordinarily assigned to the offices which they hold, and in addition, shall perform such other duties and functions and shall make such reports of their actions as may, from time to time be required by the Association or the Board of Directors. In the event of the resignation or incapacity of any member of the Board of Directors or Committee including the Election Committee, or removal by a majority vote of the Board due to neglect or dereliction of duty, the Board of Directors shall inform the membership of the vacancy and the vacancy shall be filled as provided in Article IV.

## **ARTICLE VI - DUTIES OF DISTRICT**

**SECTION 1. DUTIES** - District Directors are responsible to coordinate a minimum of two (2) District meetings/trainings. The District Election committee representative shall serve on the Election Committee (see Article IX Section 2). District Reporter shall collect information from the district to be submitted for the Kentucky Progress. The District Scholarship Committee representative will serve on the statewide Scholarship Committee.

**SECTION 2. OPERATIONS** - Where at all possible, district activities are to be fiscally self-sustaining and at such other time(s) as the President may direct with board approval. District Directors will provide reconciliation of district accounts to the KHA Treasurer at the end of current fiscal year. Any excess funds. after the KHA audit, will be distributed back to KHA.

## **ARTICLE VII - DUES**

**SECTION 1. MEMBERSHIPS** - The Board of Directors shall establish annual dues for active membership in the Association and shall be payable on October 1 of each year for the year following. A schedule of dues will be used to reflect the size of the budget of housing agencies based on the number of units under management and such additional amounts appropriate for agencies, other Housing Authorities, and Section 8 Agencies.

**ACTIVE MEMBERSHIP** - as stated in the above paragraph.

**COOPERATIVE MEMBER** - (Non-Voting Member) - \$100 annually

**RETIRED MEMBER** - (Non-Voting Member) - \$25 Annually

No assessment, shall be binding upon the membership without first obtaining their written consent.

Any past President of the KHA, who is no longer affiliated with the KHA or its participating housing authorities, shall not be charged registration fees if they wish to attend any KHA function.

**ARTICLE VIII - VOTING**

**SECTION 1.** Each member agency of the Association shall be entitled to one (1) vote on any question on which membership is authorized and entitled to vote. The Executive Director of each Agency or the designated proxy of said agency as specified in writing by the Executive Director shall cast agency membership votes. Voters must be present at the regular or special meeting in order to be entitled to vote.

**ARTICLE IX - COMMITTEES**

**SECTION 1. STATE COMMITTEE** - The President shall appoint such committees as are deemed necessary for the proper conduct of business and the objectives of the Association. The Board of Directors may form and appoint members to such additional committees as the Board deems necessary, or in the event the President fails to appoint necessary committees. If appropriate, the Vice President for Housing, the Vice President for Section 8 and the Vice President for Maintenance shall serve as the Chair of the respective functional committee if such exists, and each committee shall have at least one (1) member from each District.

**SECTION 2. ELECTION COMMITTEE** - The Election Committee shall be composed of the three (3) immediate past Presidents still active within the State Association and one person elected by each District. The Election Committee shall solicit statements of interest in serving as one of seven (7) elected officers in the Association on the Board of Directors. Additional nominations may be made from the floor at the Annual Meeting. Election Committee shall solicit the member agencies for nominations 60 days in advance and hold the meeting 45 days in advance and notify the member agencies of the slate of nominations 30 days prior to the Annual Meeting. The Election Committee shall determine and only present qualified nominees if those nominees meet the criteria of eligibility. If no nominations are received, nominations will be received from the floor. All elections of officers shall be done by written ballot. The Election Committee shall be responsible for registering, verifying and tabulating election results.

**SECTION 3. SCHOLARSHIP COMMITTEE** - The Scholarship Committee shall be a standing committee comprised of four (4) members, there shall be one (1) member from each district, with staggering terms requiring the appointment of only one new member each year (insofar as possible).

**SECTION 4. INSURANCE COMMITTEE** - The Insurance Committee shall be a standing committee comprised of the Executive Board of the Kentucky Housing Authorities Self-Insured Fund (KHSIF) specifically the KHSIF President, Vice President, Secretary and Treasurer. The KHSIF President shall be the Chair of the committee.

**ARTICLE X - AMENDMENT**

**SECTION 1.** These By-Laws may be amended, added to, altered, or repealed in whole or in part, by a majority vote of the membership on recommendation of the Board of Directors at any regular or special called meeting of the Association provided; however, such recommendation of the Board of Directors shall be transmitted either by mail, e-mail or fax to the membership at least thirty (30) days prior to the date of such meeting of the Association. Any action taken by the membership pursuant to this article may be subsequently amended, added or altered, or repealed in the same manner.

**ARTICLE XI - OMISSION, CORRECTIONS, AND PROCEDURES**

**SECTION 1.** Robert's Rules of Order shall govern any omissions from or corrections to these By-Laws governing the procedure or order of conduct of the meeting of the Association.