

BYLAWS
OF

Nebraska Housing Developers Association
(formerly Nebraska Association of CHDOs)

Adopted July 11, 1996
Amended January 8, 1998
Amended August 9, 2000
Amended May 20, 2002
Amended August 20, 2003
Amended August 16, 2005
Amended May 22, 2008

ARTICLE I

Name: Office: Agent

Section 1. Name. The name of the corporation shall be Nebraska Housing Developers Association.

Section 2. Office. Agent. The address of the registered office of the corporation shall be the business office of the corporation. The registered agent of the corporation shall be the Executive Director.

ARTICLE II

Purposes

The purposes for which the Nebraska Housing Developers Association is organized are those identified in the Articles of Incorporation, Article III. Section 2 Ancillary Purpose, items a-f, with a special emphasis on and commitment to the expansion of opportunities available to member non-profit enterprises through networking, professional training and financial and/or technical assistance.

ARTICLE III

Membership

Section 1. Membership Types. The types of membership available for affiliation with the Nebraska Housing Developers Association are:

- Housing Developers – voting General Membership and dues paying
- Housing Partners –voting General Membership and dues paying.

Section 2. Qualifications for Membership. To be eligible for Membership an organization must:

- a. Housing Developer - Be a 501 (c) 3 or 501 (c) 4 nonprofit corporation operating in the State of Nebraska and have as part of their mission to develop housing that is affordable to persons and/or households having low-to-moderate income.
- b.. Housing Partner - An organization, community, business or individual that supports the development of affordable housing e.g., chambers of commerce, local governments, economic development organizations, financial institutions, for-profit entities involved in the housing industry, government agencies, government sponsored enterprises, housing authorities and mortgage lenders.
- c. submit an application in writing to the Executive Director.
- d. comply with the Bylaws herein promulgated.

Voting and dues paying members of this corporation shall be referenced in the Bylaws as “the General Membership.”

Section 3. Representation of the General Membership. Each member may be represented in the activities of this corporation by one principal person. The corporation's principal representative shall be designated by name in the application for membership; subsequent changes in representation must be communicated in writing to the Executive Director.

Section 4. Dues. Annual dues for membership in the corporation shall be established by the Board of Directors. The membership year shall begin and dues shall be due on the first day of each fiscal year.

ARTICLE IV Board of Directors

Section 1. Composition of the Board of Directors. The Board of Directors shall consist of 11 persons elected annually by the General Membership at the Annual Meeting. A minimum of three of the Board of Directors must be a representative of a Housing Developers member organization, (as defined in Article II., Section II., Part 9). The term of Board Members shall be for a period of three years. No Board Member shall serve more than three consecutive terms. There shall be staggered terms generally following a rotation of four (4), four (4) and three (3) Board Members up for election at the Annual Meeting. An exception to the rotation is allowed in the event an officer has not completed his/her full two-year term in office. See Article VII. Section II

Section 2. Election/Appointment. The Board of Directors is elected by the General Membership at the Annual Meeting.

Section 3. Removal. Any Board Member elected by the General Membership may be removed at any time by an affirmative vote of two-thirds (2/3) of all the Board of Directors. Attendance by Board Members at meetings of both the Board of Directors and the General Membership is required. Three (3) consecutive absences of a Board Member from a regularly called meeting of the Board of Directors shall constitute an automatic resignation from the Board.

Section 4. Vacancy. In the event a vacancy occurs on the Board of Directors due to resignation or removal, the Board of Directors shall elect, at a regular meeting or a special meeting, a person to fill the vacancy.

ARTICLE V Meetings of the General Membership

Section 1. Annual Meeting. An annual meeting of the General Membership of the Nebraska Housing Developers Association shall be held during the month of August each year. Failure to hold the annual meeting at the designated time shall not be cause for dissolution of the corporation.

Section 2. Voting Procedure. Each member shall have one vote which shall be cast by its designated representative who is present at the meeting as defined in Article III, Section 3 above.

Section 3. Quorum. The number of voting members of the General Membership being present shall constitute a quorum at the Annual Meeting. The act of a simple majority of the voting members of the General Membership present at a meeting where a quorum has been established shall be the act of the corporation, except as otherwise required by laws of the State of Nebraska, the Articles of Incorporation or these Bylaws. For purposes of a quorum, discussion, voting and all other matters are dependent upon the presence of the General Membership at the Annual Meeting.

ARTICLE VI Meetings of the Board of Directors

Section 1. Regular Meetings. Regular meetings shall be held not less than quarterly. The Board of Directors shall designate the time and place of regular meetings. If it fails to do so, the Chair shall make the designation.

Section 2. Notice. Written notice of any regular meeting of the Board of Directors shall be delivered to each member at least seven (7) working days prior to the date of such meeting. Written notice includes facsimile, e-mail or regular mail.

Section 3. Special Meetings. Special meetings may be called by the Chair or by any two Boardmembers. Special meetings shall require two (2) working days written notice to the Board of Directors. The purpose for the meeting plus the date, time, and place at which said meeting will be held shall be determined by those calling the meeting and stated in the written notice of the meeting.

Section 4. Quorum. A simple majority of voting members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. The act of a simple majority of the voting Boardmembers present at a meeting where a quorum has been established shall be the act of the corporation, except as otherwise required by laws of the State of Nebraska, the Articles of Incorporation or these Bylaws. For purposes of a quorum, discussion, voting and all other matters are dependent upon a Board Member's presence at a regular or special meeting of the Board of Directors, a Boardmember shall be regarded as being present at a meeting if such member is in interactive electronic contact with each of the other members. At any meeting of the Board of Directors when a quorum is not established, the Chair will adjourn the meeting and immediately convene a meeting of the Executive Committee. Upon establishment of a quorum, the Executive Committee shall address the items on the agenda requiring immediate action. The description of quorum of the Executive Committee is found in Article VIII. Section 3. Lacking a quorum of the Executive Committee, the assembly shall be dismissed.

Section 5. Informal Action by Boardmembers. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of Boardmembers, may be taken without a meeting if a consent in writing to include e-mail or facsimiles, setting forth the action so taken, shall be signed by a simple majority of all of the Boardmembers.

Section 6. Duties. The Board of Directors of this corporation shall be responsible for conducting the business and affairs of this corporation.

ARTICLE VII Officers of the Corporation

Section 1. Officers of the Corporation. The officers of the Nebraska Housing Developers Association shall be the Executive Director, Chair, Vice-Chair, Secretary, and Treasurer, plus such other offices deemed necessary by the General Membership. No officer can serve in more than one office. The terms of the officers shall be for a period of two (2) years or until such time as his/her successor is duly elected and qualified. No member shall serve more than two (2) consecutive terms in the same office.

Section 2. Election/Appointment. Except for the office of the Executive Director all officers shall be elected by the Board of Directors at the Annual Meeting. In the case where an officer has not completed his/her two-year term in office, and it is his/her rotation to be up for election or he/she has reached his/her term limit; the officer will complete their term of office.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed at any time by an affirmative vote of two-thirds (2/3) of the Board of Directors of the corporation. Attendance by officers at meetings of both the General Membership and the Executive Committee is required. Unexcused absence from three (3) or more meetings by any officer shall be cause for his/her removal from office.

Section 4. Vacancy. In the event a vacancy occurs in any office other than that of the Executive Director of the corporation, the Board of Directors shall elect, at a regular meeting or a special meeting, a person to succeed to such office.

Section 5. Executive Director. The Executive Director shall serve as chief executive officer of this corporation and shall have the authority and responsibility necessary to operate the business of the corporation in all its day-to-day activities, subject to such policies as may be adopted and such orders as may be issued by the Board of Directors. The Executive Director shall execute all documents on behalf of this corporation unless the Board of Directors has generally or specifically delegated the authority to execute the document in question to another officer or employee of the corporation.

Section 6. Supervision and Evaluation. The Executive Director will be selected according to the process adopted by the Board of Directors. The Executive Director shall be directly accountable to the Executive Committee for his/her supervision, annual appraisal and the administration of the day-to-day operations of the corporation.

Section 7. Chair. The Chair shall attend all meetings of the General Membership, the Board of Directors and of the Executive Committee and shall preside over meetings of the General Membership and the Board of Directors as well as the Executive Committee, act as the official representative of the corporation and perform or delegate such other duties as the Board of Directors may prescribe.

Section 8. Vice-Chair. The Vice-Chair shall attend all meetings of the General Membership, Board of Directors and of the Executive Committee and shall perform all duties incumbent upon the Chair during the absence or disability of the Chair and shall perform such other duties as the Board of Directors may prescribe.

Section 9. Secretary. The Secretary shall attend all meetings of the General Membership, the Board of Directors and of the Executive Committee and shall keep a true and complete record of the proceedings of such meetings. The Secretary shall attend to the giving and serving of all notice(s) of the corporation, shall be responsible to oversee membership and shall perform or delegate such other duties as the Board of Directors may prescribe.

Section 10. Treasurer. The Treasurer shall attend all meetings of the General Membership, the Board of Directors and of the Executive Committee and shall keep current and complete accounts showing accurately at all times the financial condition of the corporation. The Treasurer shall have charge of and be responsible for all funds and securities of the corporation. The Treasurer shall deposit all funds of the corporation in a FDIC member bank to be designated by the Executive Committee and shall keep the bank account in the name of the corporation. The Treasurer shall file any and all reports required by the Internal Revenue Service. The Treasurer shall furnish at meetings, or whenever requested, a statement of the financial condition of the corporation and shall perform such other duties as the Membership may prescribe. The Treasurer may request assistance from the Executive Director of the corporation in fulfilling the above-prescribed duties.

Section 11. Delegation of Authority. In case of the absence of any officer of the corporation, or for any other reason that they may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any member or employee of the corporation for the time being, provided a majority of the Board of Directors concurs therein.

ARTICLE VIII Executive Committee

Section 1. Executive Committee. The Executive Committee of the Nebraska Housing Developers Association shall consist of the officers of the corporation. The Executive Director shall be a non-voting member of the Executive Committee.

Section 2. Meetings of the Executive Committee. Meetings of the Executive Committee may be called by the Chair, or by any two other members of the Executive Committee.

Section 3. Quorum. A simple majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 4. Voting. All voting shall be done in person or by interactive electronic conference. There shall be no proxies or voting by mail.

Section 5. Powers of the Executive Committee. The Executive Committee shall conduct such business and affairs of the corporation as necessary in lieu of the Board of Directors. Any action taken by the Executive Committee must be ratified by the Board of Directors at its next regular meeting.

ARTICLE IX
Execution of Legal Instruments

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money for the corporation; all deeds, mortgages, and other written contracts and agreements shall unless otherwise required by law, be signed by the Executive Director, Chair or Vice-Chair, and be so listed on the fiscal report provided to the Board of Directors at regular or special meetings. The Board of Directors may, by appropriate resolution, designate officers agents or employees of the corporation other than those named above who may in the name of the corporation, sign such instruments.

ARTICLE X
Limitation of Liability

Neither the General Membership, Boardmembers nor Officers of this corporation, nor any corporation affiliated with this corporation, shall be liable for the debts and obligations of this corporation.

ARTICLE XI
Staff and Volunteers

The Nebraska Housing Developers Association shall employ a qualified Executive Director and such other staff as shall be appropriate to carry out the purposes of the corporation. Staff members may not be voting members of the Executive Committee or any other policymaking body of the corporation. The Board of Directors shall adopt written personnel policies detailing staff responsibilities for the corporation. The corporation shall create, organize, train, supervise and utilize the services of volunteers to carry out its purposes whenever possible.

ARTICLE XII
Dissolution

In the event that this corporation shall be dissolved at any time, then all of the properties, moneys, and assets of this corporation remaining after provision has been made for payment of its known debts and liabilities as provided by law, shall be transferred exclusively to and become the property of such nonprofit funds, foundations or corporations, organized and operated exclusively for charitable or educational purposes, as are selected and designed by the General Membership of this corporation, provided that any such funds, foundations and/or corporations shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of the United States as that Section exists or may subsequently be amended.

ARTICLE XIII
Amendment of Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting, provided that the action is initiated in the manner provided by law.

ARTICLE XIV
Fiscal Year

The fiscal year of the Nebraska Housing Developers Association shall end on June 30th of each year.

ARTICLE XV
Parliamentary Law

Robert's Rules of Order (Revised) shall govern all meetings of the General Membership or others, insofar as said rules are not inconsistent with these Bylaws or the Articles of Incorporation of the corporation.

Amended this 22nd day of May, 2008

By: _____
Chair – Ann Burge

Attest:

Secretary – Janet Latimer