

Virginia Association of Housing Counselors Bylaws

ARTICLE I

NAME, OFFICE AND SEAL

Section 1. The name of the corporation will be VIRGINIA ASSOCIATION OF HOUSING COUNSELORS, INC.

Section 2. The principal office of the Corporation will be located in the city where the President is employed. The corporation may have other offices within the State as the Board of Directors determines necessary or as the business of the Corporation requires.

Section 3. The Corporate Seal of the Corporation will have inscribed thereon the name of the Corporation and the words "Corporate Seal" and Virginia Association of Housing Counselors, Inc.

ARTICLE II

PURPOSES

This Corporation is formed exclusively for charitable, religious, education and scientific purposes, including for such purposes as the maintenance and operation of a charitable and educational organization that would provide professional counseling services and training to Housing Counselors. The Corporation will acquire, hold, improve and dispose of real property for development according to the corporate purposes. The Corporation will also make distributions to organizations that qualify as exempt under Section 501©(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

DIRECTORS

Section 1. General Powers. The business property and affairs of the Corporation will be vested in, exercised, controlled and managed by its Board of Directors, except as otherwise provided by law, the Articles of Incorporation or the bylaws.

Section 2. Number, Election & Tenure There will be a Board of Directors composed of the officers prescribed in Article V. The number of directors will be composed of ten (10) certified members. The Board of Directors shall comprise of the following offices which will be elected to odd and even years as so specified: Odd terms: President, Secretary, Assistant Secretary, Financial Secretary, At-Large - CEU Scribe; Even terms: Treasurer, First Vice President, Second Vice President, Conference Coordinator, At-Large - Newsletter. The Board of Directors may be increased or vacancy filled by a majority vote from the membership or by the Board of Directors. Effective with the elections of 2003, officers will be elected for a term of two years. Each officer may, if re-elected, hold the same office for a period not to exceed four (4) consecutive years. Any individual wishing to seek election to an office other than the one previously held may do so, but may not hold the same office for a period exceeding four (4) consecutive years. Any director may withdraw from said Board upon written notice of such intention thirty (30) days in advance of the effective date of such withdrawal. No alternate Board members will be allowed. A director may be excused by a two-thirds vote of the Board with a thirty (30) days written notice required.

Section 3. Meetings. A meeting of the Board of Directors will be held quarterly. Meetings of the Board will

be held upon the call of a majority of the Board. Notice of the time and place of the Board meeting will be mailed, telephoned or electronically mailed to each member of the Board by the President so they receive the notice at least 14 days prior to the meeting. If the annual conference is not held, a special meeting will be called.

Section 4. Quorum and Manner of Acting At all meetings of the Board, a quorum will consist of a majority of the members of the Board. Each member of the Board will have one vote upon all matters that will come before it. The Conference Coordinator is a non-voting position, unless they are needed to break a tie at a board meeting. The vote cast or taken by a majority of the members of the Board present and constituting a quorum at the meeting will control in all matters.

ARTICLE IV

COMMITTEES

Section 1. General There will be an Executive Committee, Standing Committee, and Special Committees and other committees as determined by the Executive Committee. Committee Chairpersons will be selected by the President and approved by the Executive Committee. The Committee Chairperson will make all appointments to committees, except the Executive Committee.

Section 2. Executive Committee There will be an Executive Committee composed the President, Secretary, and Treasurer.

Section 3. Standing Committees Standing Committees will consist of the following: Awards Committee, Certification Committee, Education Committee, and Nomination Committee. Each Committee will make written annual reports to the Executive Committee and to the membership upon request.

Section 4. Special Committees The President or Executive Committee may institute Special Committees when there is a special need.

ARTICLE V

OFFICERS

Section 1. General The officers of the Corporation will include a President, First and Second Vice President, Secretary, Assistant Secretary, Treasurer, Financial Secretary, Conference Coordinator, two (2) at-large Members and other officers as the membership will designate. All officers will be elected by the membership at their regular annual meeting. Any officer may be removed in good cause by a majority vote of the members present at any meeting of the membership at which a quorum is present. The Executive Committee will fill vacancies occurring in any manner in any offices of the Corporation within one month of vacancy.

Section 2. President The President will preside over all meetings or appoint the First Vice President to do so at least one (1) week before the meeting. The President will write necessary correspondence in a timely manner so that the Association and its commitments are represented in a professional manner. The President will be knowledgeable of parliamentary procedures and the updated Bylaws and conduct each meeting with the proper decorum. The President will make reports to the Board of Directors. The President will designate chairpersons for the Standing Committees or any Special Committees, which are called for by the Board. The President and another board member who will be designated by the President will review and approve all check requisitions prior to disbursement. The President will have custody of the historical data of the Corporation and make them accessible to membership, if requested.

Section 3. First Vice President In the absence of the President or in case of the inability, the First Vice President will perform the duties of the President and when so acting, will have all the powers and be subject to all restrictions upon the President. The First Vice President will be responsible for any fund raising activities including obtaining sponsorship for underwriting conference expenses and will also perform other duties as from time to time may be assigned by the President.

Section 4. Second Vice President The Second Vice President will be the Chairperson for the Membership Committee. The Second Vice President will fill a committee from the general membership. The job of the Membership Committee is to: maintain appropriate membership records, maintain existing membership and promote and devise plans to encourage the acquisition of new members, send out notices to members who have not paid their membership dues, send out membership cards, and perform other duties that the President may assign. The Second Vice President will keep the Board informed of all work accomplished by the Membership Committee.

Section 5. Secretary The Secretary will provide minutes of board meetings to all Board members within two (2) weeks following the meeting (unless there are extenuating circumstances such as monthly meetings), will maintain records of all meetings, will maintain an updated membership mailing list, will maintain a current Board members list, will maintain certification forms, will process information for:

- Annual conference name tags
- Award nominations
- Updated bylaws

and, will perform other duties as are incidental to the office of Secretary or properly required.

Section 6. Assistant Secretary The Assistant Secretary will assist the Secretary in duties as assigned and will perform the duties of the office of the Secretary in the absence of the Secretary. They will maintain and update the Association website and perform other duties from time to time as they may be assigned by the Secretary.

Section 7. Treasurer The Treasurer will have custody of all monies and securities of the Corporation and will deposit them in a timely manner in the name of the Corporation in such bank or banks as the Executive Committee may designate. The Treasurer will disburse the monies of the Corporation in payment of the just demands of the Corporation or as may be ordered by the Membership, by means of checks, taking proper vouchers for such disbursements, and will render an accurate, standardized account of all the transactions at all meetings (Accounts Payable, Accounts Receivable, Disbursements, Bank Reconciliation Statement and Account Balance). The Treasurer, at the expense of the Corporation, will bond every officer and employee of the Corporation who will handle funds or securities of the Corporation. The President and another board member who will be designated by the President will review and approve all check requisitions prior to disbursement. The Treasurer will be responsible for maintaining a membership roster of current paid members, which will be forwarded to the Second Vice President and Secretary within two (2) weeks of the annual conference.

Section 8. Financial Secretary The Financial Secretary will be responsible for closing the accounts of the annual conference and conducting annual audits and reports of all the records of the Treasurer and the financial status of the Corporation to the board and as requested by the membership.

Section 9. Conference Coordinator. The Conference Coordinator will attend all corporate meetings, provide appropriate ceremonial procedures for corporate activities as needed and be in charge of the annual conference.

Section 10. At-Large Members. Four (4) At-Large Members will have the same rights and privileges as other Board members. Each member shall represent all 4 regions of the State. (EASTERN, WESTERN, CENTRAL AND NORTHERN) They will prepare and mail the bi-annual newsletter. They will maintain records of certifications earned by members as well as CEUs received by members during the conference. They will be responsible for bringing to the Board requests for awarding CEUs for seminars and workshops attended by members outside of the annual conference. They will assist with necessary projects as directed by the Board.

ARTICLE VI

MISCELLANEOUS

Section 1. Liability Indemnification

The Corporation will indemnify and hold harmless each person who will serve any time as a board member or officer. The Corporation will indemnify from and against all claims and liabilities to which such person will become subject because of having been a director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as such director or officer. The Corporation will reimburse each such person for all legal and other expenses reasonably incurred concerning any such claim or liability. However, this will be provided if no such person will be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability arising out of their negligence or willful misconduct.

Section 2. Charter Takes Precedence Over Bylaws

If any provision of these bylaws will be inconsistent with the Articles of Incorporation, the Articles of Incorporation will govern.

Section 3. Amendments to Bylaws

The affirmative vote of majority may amend these bylaws of the members present at the regular business meeting of the annual conference.

Section 4. Vote with Consent

Any action of the Board of Directors can be voted on by registered mail before the meeting providing they have an accepted excuse.

Section 5. Records

The President will keep records in a portable container so they can be readily transferred to the incoming President. This should include all historical data.

ARTICLE VII

MEMBERSHIP

Membership is composed of person/agencies involved in housing counseling or related fields. In order to have voting powers, individual membership fees have to be paid and a quorum must be present.

A quorum constitutes a majority of the membership present at a meeting for which individual notices have been mailed to the general membership.

Membership fees will cover a period of one year from annual conference to annual conference, as dues are due and payable by then. New members who join in midyear will be charged on a prorated basis.

Section 1. Agency Sponsor Does not include voting privileges but will receive newsletters and conference notices. Any agency actively engaged in Housing Counseling, i.e., Housing Authorities and all other HUD approved counseling agencies.

Section 2. Individual Membership After Receiving Charter Any individual who is promoting housing advocacy, housing counseling, housing opportunities, etc.

Section 3. Associate Sponsor Any individual, group or organization within the State of Virginia that has provided an outstanding service in housing. Does not include voting privileges

ARTICLE VIII

GENERAL MEMBERSHIP MEETINGS

The Corporation (Association) will hold general membership meetings twice a year in the Spring (Annual Conference) and Fall (One Day Conference) and regional meetings at various times of the year as desired. There may also be special meetings called by the President.

Section 1. Annual Conference The Annual Conference will be held in the spring at different regions of the State on a rotating basis under the direction of the Executive Committee. This will be no less than a two-day meeting to provide seminars and workshops on timely housing counseling issues and to hold the annual business meeting of the Corporation (Association).

Section 2. One Day Conference The One Day statewide meeting will be held in the fall at a location designated by the Executive Committee. This meeting will focus on training, housing related issues, and planning for the Annual Conference.

Section 3. Regional Meetings Members may also hold meetings on regional basis at various times during the year. (It is suggested that at least one of these meetings will be held in July or August). All regional meetings will be organized under the direction of a regional coordinator appointed by the President. A luncheon meeting and a speaker/workshop format are suggested. The focus of all meetings will be to promote the Association within the State. The regions are EAST, WEST, CENTRAL, and NORTHERN VIRGINIA.