

By-laws

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Of

Professional Housing Rehabilitation Association of North Carolina

(Effective date (05/24/17))

ARTICLE ONE – ORGANIZATION

1. The name of this organization shall be Professional Housing Rehabilitation Association of North Carolina.
2. The organization shall have a seal which shall be in the following form: (as previously filed).
3. The organization name at its pleasure by a vote of the membership body change its name.

ARTICLE TWO – PURPOSES

1. The purpose of this organization shall be “To provide opportunities for professional development through training, education, networking, and technical assistance to Rehabilitation Specialist responsible for the delivery of housing rehabilitation and energy services to benefit low and moderate income persons in North Carolina to enhance public awareness and understanding of housing rehabilitation ensuring that private citizens and officials are informed about housing rehabilitation standards, procedures and the duties of the “Rehabilitation Specialist”.
2. To provide adequate education for current members of PHRANC with regards to Certification Training and testing by way of procedure in exercising a minimum of one (1) of the ten (10) modules for training at each conference to help with attaining either of the two (2) levels of accreditation, “Certified Rehabilitation Specialist” or Master Rehabilitation Specialist”.
3. Current holders of any PHRANC certification will be charged with obtaining four (4) hours of Continuing Education Units (CEU’s) annually. PHRANC shall provide ample instruction for current members of PHRANC with consideration for obtaining four (4) CEU’s with regards to keeping their level of certification in an active juncture. CEU credits from other sources may be considered at the sole discretion and verification of the Certification Task Force only.

ARTICLE THREE – MEMBERSHIP

1. The organization shall have members which will be classified as follows:
 - A. Individual membership – Available to any individual employed by or involved with a municipality, business, agency, or non-profit organization engaged in the repair, weatherization, rehabilitation, or restoration of existing residential property.
 - B. Associate Membership – Available to any other individual with an interest in rehabilitation of residential property through governmental assistance or otherwise, including contractors, attorneys, building supply companies, trainers, software developers, etc.
 - C. Honorary Membership – Shall be awarded upon nomination and the affirmative vote of three-fourths (3/4) of all of the members of the Board
of Directors to any person who has made an outstanding contribution to this association or to the field of affordable housing rehabilitation. Honorary members shall not enjoy voting privileges nor hold any office.

ARTICLE FOUR – MEETINGS

1. General Meetings – Meetings may be called by the President in conformance with rules governing notice. The Association shall hold an annual meeting and such other general meetings as may be called by the President. In addition to the annual meeting at least one general meeting shall be conducted annually.
2. Notice of General Meetings – Notice of any general meeting of the Association shall be mailed to all members at least 30 days prior to a meeting, except in an emergency, when with the approval of the Board of Directors, the President may call a meeting by giving shorter notice.
3. Meetings of Board of Directors – Meeting of the Board of Directors shall be called either by the President or by a majority of the Board Members. There shall be at least two meetings of the Board during a fiscal year of the Association.

ARTICLE FIVE – QUORUM/VOTING

1. Quorum/Board of Directors Meeting -, A simple majority of all members of the Board of Directors (including the President) shall constitute a quorum for the transaction of business of the Board.
2. Voting/Annual and Scheduled Association Meetings – Except as provided hereinafter, voting at annual and scheduled Association meetings concerning any business matter (excluding elections) shall be by a show of hands of voting members, by roll call, or by secret ballot, as determined by the presiding officer. Voting by proxy shall not be allowed.
3. Voting by the President – The President shall not vote on any proposal brought before the Board of Directors or before the Association nor shall she/he vote in any election, except in case of a tie. In case of a tie the President shall cast a vote to break the tie.

ARTICLE SIX – ORDER OF BUSINESS

1. Roll call.
2. Reading of the minutes of the preceding meeting.
3. Reports of committees.
4. Reports of Officers.
5. Old and unfinished business.
6. New business.
7. Good and the welfare.
8. Adjournments

ARTICLE SEVEN – BOARD OF DIRECTORS

The Association shall be governed by the Board of Directors elected by the membership. The Board shall consist of nine (9) members. Four (4) of the Board members shall be Officers. The remaining Board members shall be Directors. The term of office for each Officer shall be two (2) years with elections held at the spring general membership meeting in each odd-

numbered year. The term of office of Directors shall be two (2) years, with all Directors elected in even numbered years. There shall be a pre-requisite whereby nominees serve on the Board for a full two (2) year term before considered as candidate for President. Further, nominees for the Vice-President's position will be asked to sign a waiver stating that they have no interest in ever attaining PHRANC Certification. If a nominee for Vice-President is already certified they are exempted from signing a waiver.

Officers and Directors terms of office shall begin on July 1 of the calendar year of their election.

ARTICLE EIGHT – DUTIES OF OFFICERS AND DIRECTORS

The Officers of the Association shall be President, a Vice-President, a Secretary and a Treasurer. Their duties shall be as provided in this article:

President – The President shall preside at all meetings of the Board of Directors and of the Association and shall vote only in the case of a tie. Unless otherwise provided by in the By Laws, the President shall appoint members of all committees, including the chair of each committee. The President shall serve as the Chief Executive Officer of the Association.

Vice-President – The Vice-President shall act as and perform the duties of the President during the absence or disability of the President and shall assist the President in the conduct of his/her office. The Vice-President shall also Chair a Taskforce to oversee the development and administration of the Association's program for the Certification of Rehabilitation Specialists. A vacancy in the office of President shall be filled by the Vice-President. A vacancy in the uncompleted term of the Vice-President shall be filled by appointment from the President.

Secretary – The Secretary shall keep the minutes and records of all meetings of the Board of Directors and business session of the annual meeting and shall handle the Association's business in accordance with the provisions of these By-Laws. A vacancy in the office of the Secretary shall be filled by an appointee of the President for the unexpired term.

Treasurer – The Treasurer shall keep records of all the Association's financial transactions and properly maintain the Association's checking account and produce "Financial Reports" to the Board of Directors on a quarterly basis or as requested by the Board of Directors. The Treasurer must be bondable.

Each of the five (5) elected Directors shall be assigned by the President to chair one of the following standing committees: Legacy Committee, Conference Committee, Development Committee, Communications Committee and Membership Committee. The President shall appoint a minimum of three (3) additional members to each standing committee. The primary duties of the standing committees are:

Legacy Committee – The Legacy Committee shall collect and maintain association records, documentation and archives, and shall maintain and review association articles of incorporation, By-Laws and rules, and consider and/or propose revisions thereto as needed. In the absence of the Secretary, the legacy Committee shall assume responsibility for the recording of board meetings. The Chair of the Legacy Committee shall also act as the Association's parliamentarian during meetings.

Conference Committee – The Conference Committee shall work with the Board of Directors to plan and implement all association conferences and meetings of the general membership.

Development Committee – The Development Committee shall bear primary responsibility for development of association membership and resources through marketing, funding proposals and sponsorship campaigns.

Communications Committee – The Communications Committee shall be charged with the management and development, under the review of the Board of Directors, of mass communications through the association's website, through email broadcasts and through regular publication of association newsletters.

Membership Committee – The Membership Committee shall be charged with management and development, under the review of the Board of Directors, of membership status and records, including member active/inactive status. Associate status, dues payments and online member profiles, along with management and development of outreach to foster new membership.

If any of the five (5) elected Directors vacates a seat on the Board or fails to perform the duties of the office (as determined by a 4/5 vote of the Board), that Director's chair shall be declared vacant and the vacancy shall be filled by an appointee designated by the Board of Directors for the unexpired term.

ARTICLE NINE – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

A Nominating Committee and Chairperson shall be appointed by the President by October 1 of each year. The Committee shall submit from one to three nominations for each of the positions of Director or Officer for which an election is to be held at the annual Association meeting. Those nominees presented by the Nomination Committee shall be listed in a notice prepared by the committee. A copy of the notice shall be sent by first-class mail to each member in good standing and/or posted to the Association's website. The notice shall be mailed or posted no later than 21 days prior to the annual meeting of the Association. Nominations of any position as Officer or Director may also be made at the annual meeting as provided hereafter. Except as provided in Article Five. Officers and Directors of the Association shall be elected by members voting in the election at the annual meeting of the Association. Each member in good standing shall be entitled to one vote in such an election, Members must be present to vote.

The Association President or her/his designee shall preside over each election. On odd numbered years, elections shall be conducted in the following order: for President, for Vice-President, for Secretary, and for Treasurer. On even numbered years, elections shall be conducted for the five (5) Directors in the following order: for Legacy Committee Chairperson, for Conference Committee Chairperson, for Development Committee Chairperson, for Communications Committee Chairperson; and for Membership Committee Chairperson.

Before each election at the annual meeting of the association nominations from the floor shall be received for any office or directorship for which the election is held. Nothing shall prevent a candidate from being nominated for more than one position, but no one candidate can hold more than one office or directorship.

ARTICLE TEN – FISCAL MATTERS

1. Fiscal Year – The fiscal year shall begin July 1 and end June 30.
2. Dues – The membership year shall run from Fall Conference to Fall conference date of each year. Annual membership dues are due and payable each year at the Fall Conference. The Board of Directors shall determine annual dues for individual and associate members. Board members shall be exempt from paying dues as long as they are on the Board. Honorary members shall be exempt from paying dues.
3. Delinquencies – Members shall be in good standing only if dues are current. Members whose dues have been lapsed for one year or longer shall be dropped from the membership roll. A member may be reinstated by paying current dues.
4. Budget – A proposed Association budget for the following fiscal year shall be presented at the Association's annual meeting by the Treasurer and the Budget Committee, if one is appointed. The Treasurer shall report to the membership about the current financial status of the Association before the budget for the following fiscal year is presented.
5. Claims and Expenses – The Treasurer shall pay bills and claims and shall reimburse members for pre-authorized expenses incurred in connection with Association business upon presentation of appropriate documentation up to \$250.00. All checks for amounts in excess of \$250.00 shall be signed by both the Treasurer and the President.

ARTICLE ELEVEN – AMENDMENT

A proposal to amend the By-Laws of the Association shall be submitted in writing to the President and Secretary of the Association not less than 60 days prior to the meeting at which the amendment is to be considered.

A copy of all proposals to amend the By-Laws shall be mailed to each member and/or posted on the Association's website at least 30 days prior to the scheduled meeting at which the amendment is to be considered.

Members present shall vote upon proposed amendments at the annual meeting or at a scheduled meeting. No proposed amendment shall be adopted unless it receives affirmative votes of at least two-thirds (2/3) of those present at the meeting. Voting by proxy shall not be allowed.

ARTICLE TWELVE – PARLIAMENTARY AUTHORITY

In all matters not covered by these By-Laws, rules, or policies that the Association may adopt, the Association shall be governed by Robert's Rules of Order