

EXAMPLE OF BY-LAWS FOR A RESOURCE BOARD
THAT SEEKS TO INCORPORATE

ARTICLE I - OFFICES

The principal office of the Community Housing Resource Board, Inc. of _____, _____, hereinafter referred to as the "Resource Board" in the State of _____, shall be located in the City of _____, County of _____.

The Resource Board shall have and continuously maintain in the State of _____ a registered office, and a registered agent whose office is identical with such registered office, as required by the _____ Non-Stock Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of _____, and the address of the registered office may be changed from time to time by the membership of the Resource Board.

ARTICLE II - MEMBERS

Section 1. Membership. The Corporation shall have one class of members. Members shall consist of one representative each from corporations, voluntary associations, and similar entities interested in fair housing and nondiscriminatory housing practices, appointed by the U. S. Department of Housing and Urban Development (HUD) for a one-year term. Membership is automatically renewed by HUD for succeeding terms unless notice is given by HUD to the contrary. All changes in membership are subject to the approval of the Director of the local HUD Office of Fair Housing and Equal Opportunity.

Section 2. Election of Officers. Officers shall be elected by a plurality vote of the Membership.

Section 3. Voting Rights. Each Resource Board member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. The members may, by a majority vote of those present at any regularly constituted meeting having a quorum, terminate the membership of any member.

Section 5. Resignation. Any member may resign by filing a written resignation notice with the Secretary.

Section 6. Transfer of Membership. In this Corporation membership is not transferable or assignable.

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ARTICLE III - MEETING OF RESOURCE BOARD MEMBERS

Section 1. Annual Meeting. An annual meeting of the Resource Board members shall be held on the third Thursday in the month of May in each year, beginning with the year 1979, for the purpose of electing officers and members of the Executive Committee, and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Executive Committee, or not less than one-third of the members.

Section 3. Place of Meeting. The President or Executive Committee may designate any place as the location of meeting for any annual meeting or for any special meeting. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of _____; but if two-thirds of the members shall meet in person or through proxy at any time and place, either within or without the State of _____, and consent to the holding of meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. The members holding one-half of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

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Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE IV - EXECUTIVE COMMITTEE

Section 1. General Powers. The affairs of the Corporation shall be managed by its Executive Committee, hereinafter referred to as the Committee.

Section 2. Number, Tenure and Qualifications. The number of the Committee persons shall be five (5) and may be changed subsequently by a 2/3 vote of the membership. Each Committee person shall hold office until a successor shall have been elected and qualified.

Section 3. Regular Meetings. A regular annual meeting of the Committee persons shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The Committee may provide by resolution the time and place, either within or outside the State of _____, for the holding of additional regular meetings of the Committee without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the committee may be called by or at the request of the President or any three (3) Committee members. The person or persons authorized to call special meetings of the Committee may fix any place as the place for holding any special meeting of the Committee called by them.

Section 5. Notice. Notice of any special meeting of the Committee shall be given at least two days previously thereto by written notice delivered personally or sent by telegram to each Committee person at his address as shown by the records of the corporation. (Notice may be by mail when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid, six (6) days before the meeting date.) If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Committee person may waive notice of any meeting. The attendance of a Committee person at any meeting shall constitute a waiver of notice of such meeting, except where a Committee person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purposes of, any regular or special

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meeting of the committee need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum. Half of the Committee persons shall constitute quorum for the transaction of business at any meeting of the Committee.

Section 7. Manner of Acting. The act of a majority of the Committee persons present at a meeting at which a quorum is present shall be the act of the Committee, unless the act of a greater number is required by law or by these by-laws.

Section 8. Vacancies. Any vacancy occurring in the Committee and any membership to be filled by reason of an increase in the number of Committee persons shall be filled by vote of the members. A Committee person elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 9. Compensation. Committee members as such shall not receive any stated salaries for their services, but, by resolution of the members, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Committee, but nothing herein contained shall be construed to preclude any member from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. Employees. The Corporation may employ such agents or employees as it deems appropriate to accomplish its goals and work program. The chief staff person shall be an ex-officio member without vote of all committees of the CHRB.

Section 11. Informal Action by Committee. Any action required by law to be taken at a meeting of the Committee, or any action which may be taken at such a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Committee persons.

ARTICLE V - OFFICERS

Section 1. Officers. The officers of the CHRB shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

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Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the CHRB membership. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the membership. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the membership may be removed by the members whenever in their judgment the best interests of the CHRB would be served thereby. HUD must be immediately informed of all such actions.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the membership for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the CHRB and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the members and of the Committee. He or she may sign, with the Secretary or any other designee of the Corporation authorized by the Committee, any deeds, mortgages, bonds, contracts, or other instruments which the membership or the Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Committee, or by these by-laws or by statute to some other officer or agent of the board; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Committee from time to time.

Section 6. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice president shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Committee.

Section 7. Treasurer. If required by the Committee, the Treasurer shall give a bond for the faithful discharge of all duties in such sum and with such surety or sureties as the Committee shall determine, and shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust

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companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all the duties incident to the Treasurer and such other duties as from time to time may be assigned by the President or by the Committee.

Section 8. Secretary. The Secretary or designee shall keep the minutes of the meetings of the members and of the Committee in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, be custodian of the corporate records and see that the seal of the CHRB is affixed to all documents, the execution of which on behalf of the CHRB under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post-office addresses of each member and such other duties as from time to time may be assigned by the President or by the Committee.

ARTICLE VI - COMMITTEES

Section 1. Committees. Committees, including a distinguished advisory panel (not necessarily members of the Corporation), not having and exercising the authority of the Executive Committee in the management of the corporation may be designated by a resolution adopted by a majority of the persons present at a membership meeting at which a quorum is present. Except as otherwise provided for in such resolution, members of each such committee shall be members of the corporation, and the President of the Corporation shall appoint members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairperson. One member of each committee shall be appointed chairperson by the person or person authorized to appoint the members thereof.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Committee designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the CHRB.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Committee may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CHRB, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the CHRB or the Committee.

Section 3. Deposits. All funds of the Corporation shall be deposited immediately upon receipt to the credit of the Corporation in such banks, trust companies or other depositories as the CHRB or the Committee may select.

Section 4. Gifts. The Committee may accept on behalf of the Corporation any contributions, gifts, bequests or devise for the general purposes or for any special purpose of the Corporation. No gift shall be accepted which may create a conflict of interest, or the appearance thereof, between the CHRB, the United States Government, and/or the donor.

ARTICLE VIII - BOOKS AND RECORDS

The CHRB shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Committee, and committees having any of the authority of the CHRB, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the CHRB may be inspected by any member or his agent or attorney for any purpose at any reasonable time. The books shall be submitted for audit at the end of each fiscal year.

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ARTICLE IX - FISCAL YEAR

The fiscal year of the Board shall begin on the first day of _____ and end on the last day in each year.

ARTICLE X - DUES

The Committee shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Community Housing Resource Board."

ARTICLE XII - INDEMNITY

The CHRB shall indemnify any member, officer, agent of Committee person who undertakes by non-ultra vires act on the CHRB's behalf.

ARTICLE XIII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the _____ Non-Stock Corporation Act or under the provisions of the Articles of Incorporation or the By-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the given of such notice.