

BY-LAWS
OF
THE NEW ENGLAND
AFFORDABLE HOUSING MANAGEMENT ASSOCIATION, INC.
A NON-PROFIT CORPORATION

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BY-LAWS
OF
THE NEW ENGLAND
AFFORDABLE HOUSING MANAGEMENT ASSOCIATION, INC.
A NON-PROFIT CORPORATION

ARTICLE I
THE CORPORATION

Section 1. Name

The name of this Corporation is THE NEW ENGLAND AFFORDABLE HOUSING MANAGEMENT ASSOCIATION, INC. (hereinafter also referred to as the "Corporation" or "NEAHMA") (as amended, October, 1996 and October, 2011)

Section 2. Location

The principal office of the Corporation shall be located in Norfolk (as amended January, 1999) County, Massachusetts unless otherwise determined by the Board of Directors. The Corporation may establish and maintain offices in such other locations as may be fixed by the Board of Directors.

Section 3. Purpose

The purpose of the Corporation shall be to facilitate communication between management agents and local HUD and state finance agencies, to provide quality training and education on regulatory, legal, legislative and management related topics and to promote quality affordable housing. (as amended, October 2011)

The Corporation is organized as a non-profit corporation for the purpose of establishing a board of trade and its activities shall be conducted in such manner that no part of its net earnings shall inure to the benefit of any Member, Director, Officer or individual.

Section 4. Articles of Organization

These By-laws, the power of the Corporation and its Directors and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to the provisions of the Corporation's Article of Organization adopted and filed with the Secretary of the Commonwealth.

ARTICLE II MEMBERSHIP AND VOTING RIGHTS

The Corporation shall have four classes of membership: (1) Regular Membership; (2) Affiliate Membership; (3) Associate Membership; and (4) Lifetime/Emeritus Membership. (as amended, October, 2011)

Section 1. Eligibility for Membership

General. Only entities meeting the eligibility standards set forth in this section may be members of the Corporation. Membership shall be vested solely in eligible entities, with the rights of membership being exercised by personnel designated by each member for purposes of participation in Corporation activities.

Regular Membership. Regular membership is defined as: Any property owner/manager of “privately owned/privately managed” housing which is deemed affordable by virtue of using governmental or other housing programs. The applicant must own/manage property in one or more of the six New England states: New Hampshire, Vermont, Maine, Massachusetts, Rhode Island, and Connecticut. The applicant must be dedicated to the mission and purpose of this corporation and the applicant signature on the membership form shall attest to that. The principal officer or the designated person of the member company shall be the representative at all meetings of the corporation. Regular members shall be entitled to vote on any matter submitted to the membership. Applications for membership are accepted by the NEAHMA office.

Affiliate Membership. Affiliate membership is defined as: Representatives of various housing entities affiliated with the affordable housing industry. Such membership shall hold all rights and privileges as regular membership except voting rights. Applications for membership are accepted by the NEAHMA office.

Associate Membership. Associate membership is defined as: Representatives of any housing-related firm whose business provides goods and services to the affordable housing industry. Applications for membership are accepted at the NEAHMA office.

Lifetime/Emeritus Membership. Lifetime/Emeritus membership is defined as: Any member who has been an owner and/or employee of a firm which has held Regular Membership in NEAHMA, or its predecessor organizations, for at least twenty (20) years, and has made significant contributions to the affordable housing industry and/or NEAHMA or its predecessor organizations. Upon written application or nomination to the Board of Directors, the applicant or nominee may be awarded non-voting Lifetime/Emeritus membership. Said Lifetime/Emeritus Membership shall be considered and approved by a simple majority vote of the Board of Directors during the next available regular Board meeting after receipt of the request or nomination, together with such supporting documentation and information as the Board may require for its determination.

Section 2. Admission to Membership; Term

Any agent, owner or individual seeking to become a member may submit an application to the NEAHMA in such form as the Board of Directors shall determine. The Board of Directors may in its discretion delegate the authority for approval of members to the Executive Director of the Association. The Executive Director of the Association shall report to the Board of Directors at each regularly scheduled meeting of the Board of Directors on all changes to the membership.

(as amended, October, 2011)

Upon acceptance by the Board of Directors and payment by the applicant of the dues for the current year, such agent, owner, or individual shall become a member. Once admitted to membership, the agent, owner, or individual shall remain a member of the Corporation until it resigns, fails to be eligible for membership or is terminated as provided in Section 5 of this Article II.

Section 3. General Powers

In addition to and without limiting powers given to the members by these By-laws, Regular Members of the Corporation shall have and may exercise all powers, rights and privileges afforded to "members" of a Corporation organized under Chapter 180 of the General Laws of The Commonwealth of Massachusetts, as amended, including without limitation the power to adopt by-laws providing for the indemnification of trustees, officers, employees and other agents of the Corporation or of persons who serve other organizations in such capacities at the request of the Corporation, and the power to amend the Articles of Organization of the Corporation. Associate Members shall have the right to notice of and to attend all meetings of members, but shall have no right to vote at such meetings.

Section 4. Voting

Only Regular Members of the Corporation shall be entitled to vote on any matters submitted to a vote of the members. Voting privileges are vested in the member company and exercised on behalf of the member company by its duly authorized representative, but only one (1) such representative may vote on any given issue.

Each Regular Member company shall have one (1) vote and shall designate the name(s) of its representative(s) in writing to the Corporation at least annually, upon initiation and/or renewal of its membership. Voting shall be by voice vote or electronic vote, provided however, that any Regular Member may request, or the Board of Directors may approve a vote by secret ballot. Members shall be permitted to vote or act by proxy on a form of Proxy approved by or acceptable to the Board of Directors.

(As amended 10/25/89 and October, 2011)

Section 5. Termination of Membership

The Board of Directors of the Corporation may act to terminate the membership of any Regular or Associate Member for the following reasons: (1) non-payment of annual dues within 90 days of invoice; (2) denial by either the Department of Housing and Urban Development or a state housing finance agency, of departmental clearance to manage assisted housing and/or disbarment from management by any other governmental entity involved in the certification and/or clearance of management agents for projects under its jurisdiction; (3) business practices which are found to violate legal statute and/or any code of business ethics adopted by the Corporation and made a condition of membership; and/or (4) such other reasons as may be found by the Board of Directors sufficient to render a company unfit for membership.

Following a determination by the Board of Directors that a member should be suspended or expelled, notice shall be given to the member in accordance with adopted procedures of the Corporation and the member given the opportunity to be heard by the Board of Directors either orally or in writing prior to the effective date of the proposed suspension or expulsion. Appeal from an action of the Board of Directors in the matter of suspension or expulsion shall be to the membership as a whole.

Section 6. Resignation

Any member may resign by filing a letter of resignation with the Clerk of the Corporation, which letter of resignation shall be effective upon receipt unless otherwise stipulated in the communication.

Section 7. Fees, Dues and Assessments

Each member company in good standing must pay, within the time and on the conditions set by the Board of Directors, annual membership dues in amounts fixed annually by the Board of Directors. Dues shall be equal for all members of each class of membership, however, the Board of Directors may, in its discretion, set different dues for different classes of membership.

The Board of Directors shall also be empowered to set and/or authorize fees for various Corporate activities or services. Participation in such activities or services shall be conditioned upon the payment of said fees, which shall be in addition to annual dues.

No assessment other than dues for the current year shall be made upon members as a condition of their membership.

Section 8. Termination of Interest

Dues paid to the Corporation become the property of the Corporation and the interest of any member thereto terminates upon such payment. Fees paid to the Corporation become

the property of the Corporation and members may retain an interest in said fees only to the extent that cancellation and/or rescheduling of an activity for which a fee was paid makes participation impossible. (as amended, October, 2011)

Section 9. Arbitration of Controversies

Any controversy between members involving their membership shall, on the written request of any member thereto, filed with the Clerk of the Corporation, be submitted to arbitration, which arbitration shall comply with Chapter 251 et. seq. of the Massachusetts General Laws.

**ARTICLE III
MEETINGS OF MEMBERS**

Section 1. Annual Meeting

The Corporation shall have an annual meeting as designated by the Officers and the Board of Directors to be held during the last quarter of the year at such date and hour as may be named in the notice of such meeting. In the event that annual meeting is not held during such week, a special meeting in lieu thereof may be held with all of the force and effect of an annual meeting. (as amended, October, 1994)

Regular meetings may be held at such times and places as may be determined by the Board of Directors. Members shall be notified of the annual and regular meeting of the general membership in accordance with the provisions of Section 4 of this Article III.

Section 2. Special Meetings

A request for a Special Meeting shall be submitted in writing to the principal office of the Corporation and shall specify the general nature of the business proposed to be transacted. A special meeting of the members may be called at any time by any of the following: the Board of Directors, the President, or twenty (20%) or more of the Regular members. If a special meeting is called by the Board of Directors or Regular Members, the request shall be submitted to the President in writing, specifying the general nature of business proposed to be transacted, and shall be delivered to the NEAHMA corporate office to the attention of the President via any practical delivery system. The President shall cause notice to be given to the Regular Members entitled to vote, in accordance with the provisions of Section 4 of this Article, specifying the date and hour of such meeting. This meeting shall be not less than thirty (30) days or more than ninety (90) days following the receipt of the request.

(as amended October, 2011)

Section 3. Place of Meeting

Meetings of the membership shall be held at such location, (as amended, January, 1999) as is designated by the Board of Directors. In the absence of any such designation, member's meeting shall be held at the principal office of the Corporation.

Section 4. Notice of Meeting

Written notice of each meeting of the membership stating the day, time, place and purpose for which the meeting is called shall be delivered to members by regular mail or electronic mail (as amended, October, 2011) not less than ten (10) days and not more than ninety (90) days before the date of such meeting.

Section 5. Quorum and Adjourned Meeting

The duly authorized representatives of eleven (11) of the Regular Members or at least fifty percent of the membership, shall constitute a quorum for the transaction of business at a regular meeting of the members. Representatives of twenty five percent (25%) of the membership, shall constitute a quorum for the transaction of business at a Special Meeting of the members. (as amended, October 2011)

The Corporation may continue to conduct business at any duly called and duly held meeting at which a quorum is initially present notwithstanding the withdrawal of enough members to leave less than a quorum, provided however, that any action, other than adjournment, shall be approved by at least the same number of members as would constitute a majority were a quorum present.

Any membership meeting, whether regular or special, may be adjourned from time to time by the vote of a majority of the members present irrespective of whether or not a quorum is present.

No business may be transacted at any meeting of the Corporation at which a quorum was not at least initially present, as a quorum is defined above. (as amended, October, 2011)

Section 6. Agenda

The Board of Directors shall establish the Agenda for a meeting of the membership except that it may delegate that responsibility to the Chapter Director, to any individual member of the Board of Directors or to the Staff. (as amended, October, 2011)

Section 7. Action by Consent Without a Meeting

Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter agree to the action in writing and the written consents are filed with the records of the meetings of the members.

Such written consents shall be treated for all purposes as a vote at a meeting. (as amended, October, 2011)

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers

Subject to the limitations of these By-laws, the Articles of Incorporation, and the laws of Massachusetts, the affairs of the Corporation shall be managed, and all corporate powers shall be vested and exercised by or under the direction of the Board of Directors.

The Board of Directors may, in its discretion, delegate to staff, committee members, and/or individual members of the corporation, such management responsibilities and corporate powers that it deems necessary and prudent for the proper and efficient operation of the Corporation. The Board of Directors shall determine the compensation of such staff, committee members, and/or individual members, and the compensation of the Officers of the Corporation as it deems reasonable. (as amended October, 2013)

Without in any way limiting the powers of the Directors as set forth in these By-laws, since it is the express purpose of the Corporation to qualify as a Section 501 (c) (6) organization under the Internal Revenue Code of 1986, as amended, as such law may now or hereafter pertain to such entities as well as the governmental regulations adopted pursuant thereto, said acts and regulations are hereby incorporated by reference as a part of these By-laws and the Directors of the Corporation under said law and shall be further deemed to have all powers reasonably necessary to fulfill that responsibility.

Section 2. Number, Tenure & Qualifications (as amended, October 2011)

The Corporation shall have no less than six (6) and no more than twenty-five (25) (as amended November, 2005) members of the Board of Directors as set by the members at the annual meeting.

The Board of Directors shall be comprised of the following: (1) the Officers of the Corporation; (2) the immediate past President of the Corporation; (3) the Chapter Director of any Chapter of the Corporation established by the Board of Directors; (4) Director(s) Emeritus, (as amended October 28, 1994) and such other Directors as the members elect at the annual general membership meeting. All officers shall be chosen from among the current directors. A Board Member must serve two (2) consecutive years in order to be selected as an officer of the Corporation.

No one member company may have more than one (1) employee in a voting position on the Board of Directors at any one time. In the event that two (2) or more (as amended October 28, 1994) members of the same company serve on the Board of Directors in

voting capacities at the same time, the vote shall be cast by the individual holding the most senior position in the member company, as conclusively determined by written notice from the member organization to the Clerk of the corporation, and the other such member(s) shall have no right to vote. Except for the initial members of the Board of Directors, a person must currently be a principal or employee of a Regular Member Company, which company has held Regular Membership in the Corporation for at least six (6) months prior to the election or appointment. A person may serve as a member of the Board of Directors for up to ten (10) consecutive years, (as amended, January, 1999) which includes service as an Officer of the Corporation for up to four (4) consecutive years (as amended, January, 1999) in any one position (amended January, 1993), except the President who will serve for three (3) years and the President-Elect who will serve a minimum of one year or a maximum of two years. (as amended, January, 1999 and October, 2011). The tenure of an Officer of the Corporation may continue only as he/she fills the office of the Corporation. Officers and regular Board members shall be required to attend a minimum of two-thirds of scheduled monthly board meetings during the regular term of service (as amended, October 1994).

Section 3. Manner of Selection and Term of Office

The initial Board shall be appointed by the incorporator, and thereafter Directors shall be elected by members, except as provided in Section 7.c of this Article IV. Each Director shall serve for a term of one year as designated by the vote of the members. Election of Directors of the Corporation shall be held annually at the general membership meeting and except for the President Elect each member of the Board of Directors shall hold his/her position for period of one year, commencing November 1st of each year and ending October 31st each year. (as amended January, 1993, October, 2011, and October, 2014).

3.a. Nominating Committee. (Added October, 2014)

The Board of Directors shall delegate to a Nominating Committee of the Board responsibility for soliciting nominations from the current Board for the annual election to the Board. The Nominating Committee shall elect or appoint a Chair of said Nominating Committee for such purpose. The Nominating Committee shall consist of the immediate Past President or any Past President who is currently on the Board as Chair and four (4) Officers and/or Directors at Large who are currently on the Board, each representing different member companies, as appointed by the Chair. All members of the Nominating Committee shall serve for a one-year term, not to exceed three (3) consecutive years of such service. Sixty (60) days before the NEAHMA slate of Officers and Directors must be finalized, in late July, the current President shall determine which Board positions will be open for nominations. The list of available Board positions shall be presented to the Chair of the Nominating Committee by the President. The Chair of the Nominating Committee shall distribute the list of open positions to the Board of Directors requesting nominations, which must be presented to the Chair by late August of each year. The Nominating Committee Chair will then present the nominations of qualified candidates to the Committee, which will then vote and develop the slate by mid-September of each year.

The Nominating Committee shall then select from the nominations presented to it the final slate of Directors to be presented to the Membership for approval at the Annual Meeting.

The finalized slate will be sent electronically by the Committee Chair or the designee of the Committee Chair to the membership thirty (30) days prior to the date of the NEAHMA Fall Conference election. All members of the Board of Directors will begin service on the 1st day of the subsequent month following the NEAHMA Fall Conference, i.e., beginning November 1st of that year.

3.b. Nominating Criteria. (Added October, 2014)

Nominees for the Board of Directors must be current NEAHMA members.

Preference for nomination to an open Board position, will be given to NEAHMA committee members who currently serve on a standing committee for a minimum period of one year, or who have played an active role in NEAHMA trainings and meetings for a minimum period of one year . If no active committee members or active association members are nominated, nominees for an open Board position may be presented for the Board slate from the NEAHMA general membership, for a period up to and including the NEAHMA annual business meeting elections.

Nominations for Officers of the Board must be taken for candidates who have served as a Board member at large for a minimum of two years. Furthermore, such nominations must first be considered taken for candidates who have served as a Board member at large for a minimum of two years.

3.c. Immediate Past President.

The immediate past President of the Corporation shall serve as a member of the Board of Directors for a one-year term during the ensuing year. His/her position shall not be subject to the elective process and shall be a non-voting position.

Section 4. Meetings

4.a. Regular Meetings

Regular meetings of the Board of Directors shall be held monthly except at the direction of the President with advanced notification to the Board of Directors at such date, time and place as determined by the President with notice to the Board not later than ten (10) days prior to the scheduled date of the meeting. Participation in such meetings may also include teleconferencing or other forms of participation. The President shall cause notice of regular meetings of the Board of Directors to be delivered to the members of the Board of Directors not later than ten (10) days prior to the scheduled date of the meeting. The Notice of Meeting shall contain the date, time, place and tentative agenda of the meeting. (as amended, October, 2011)

4.b. Special Meetings

A special meeting of the members may be called at any time by any of the following: the Board of Directors, the President, or twenty percent (20%) or more of the Regular members. If a special meeting is called by the Board of Directors or by the Regular members, the request shall be submitted to the President in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered to the NEAHMA corporate offices to the attention of the President via any practical delivery system. The President shall cause notice to be given to the Regular members entitled to vote, in accordance with the provisions of Section 4 of this Article, that a meeting will be held, and the date, time, and place of such meeting. Such meeting shall be not less than thirty days or more than ninety (90) days following the receipt of the request. (as amended, October, 2011)

4.c. Action Without a Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a quorum (as delineated in Section 5 below) of the Board of Directors individually or collectively consent in writing to the specific action. Action by written consent shall have the same force and effect as a vote taken at a meeting of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. (as amended, October, 2011)

Section 5. Quorum

A simple majority of the members of the Board of Directors holding office at any point in time shall constitute a voting quorum. The Board of Directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of members, provided however that any action taken by the Board of Directors at any meeting shall require the approval of the number of Directors equal to a majority of the required quorum for that meeting.

Section 6. Manner of Acting

Except as provided in Section 5. of this Article IV, action by the Board of Directors shall be by majority of the members of the Board of Directors present at a meeting duly held at which a quorum is initially present, unless a greater number is required by law. At the direction of the President, a call for an electronic vote may be requested if the need arises. Each designated voting member from the member company shall have one vote. The notice shall state the deadline for the vote. (as amended, October, 2011)

Each member of the Board of Directors shall have one (1) vote excepting those Directors who hold the position of "Director Emeritus" (a non-voting position) or as provided in Section 2. of this Article IV. Board members may not act by proxy. All votes shall be by voice vote, or by electronic vote as described above, except that any member of the Board

of Directors may request a secret ballot, in which case the vote shall be by written ballot. Records of the proceedings of the Board of Directors meetings shall be kept and shall become part of the permanent records of the Corporation. (as amended, October, 2011)

Section 7. Vacancies of Directors

7.a. Events Causing Vacancy

A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of any of the following:

1. The death, resignation or removal of any member of the Board of Directors.
2. The declaration by a Vote of a majority the Board of Directors of a vacancy due to a finding of a court or other competent agency that a member is of unsound mind.
3. A finding by a court of law that a member has breached a duty under Chapter 180 of Massachusetts General Laws, or has been convicted of a felony.
4. The failure of the Corporation's Regular Members, at any meeting of the members at which Directors are to be elected, to elect the appropriate number of Directors.
5. The failure of a member of the Board of Directors to attend two-thirds of the total of regular meetings of the Board of Directors in a calendar year, unless excused by the President. (as amended, October, 2011)
6. A duly authorized increase in the number of Directors and/or Officers.
7. The vote of a quorum of the members of the Board of Directors to remove a Director or Officer when in its judgment, the best interests of the Corporation would be served thereby.
8. If a Board Member is no longer employed by a member company for a period of ninety (90) days or more. (as amended, October 2011)
9. If there is in excess of three Board members from the same member company. (as amended, October, 2011)

(as amended, October, 2011)

7.b. Resignation

Any Director may resign by submitting a written resignation to the President or Clerk of the Corporation which shall become effective upon date of receipt unless otherwise specified in the written notice of resignation. If a current Board member changes member companies during that member's term of service on the Board, such that the limit of three Board members from the same member company would thereby be exceeded (see Section 7.a.9. above), the Board Member who changed companies shall be allowed to complete the member's current term on the Board. In that case, the member company affected shall determine which three persons shall continue to serve out their terms on the Board of Directors. **(as amended October, 2014)**

7.c. Manner of Filling Vacancies

Any vacancy occurring in the Board of Directors shall be filled by a vote of the Nominating Committee of the Board or by the sole remaining Director. A Vacancy in the office of the President shall be filled as follows:

1. President elect
2. Immediate past President
3. Vice President Agency Liaison
4. Treasurer

Vacancies in the offices other than that of the President shall be filled by the Nominating Committee of the Board voting as early as practicable following the vacancy. A Director elected to fill such vacancy on the Board shall serve the remaining portion of the calendar year.

(as amended, October, 2011 and October, 2013)

Section 8. Directors

8.a. Titles

The Directors of the Corporation shall be designated with the following titles at the discretion of the Board of Directors:

1. Director at Large
2. Chapter Director (as amended, October, 2011)
3. Director Emeritus

The Position of the immediate past President of the Corporation shall be titled "Past President".

8.b. Responsibilities of Directors

The Directors of the Corporation shall have powers and duties as specified in these By-Laws, the Articles of Organization of the Corporation and the laws of the Commonwealth of Massachusetts.

In the event that the Corporation contracts with or employs a professional staff, the Board of Directors may delegate to said staff such responsibilities and authorities as may be deemed necessary and proper according to the provisions of these By-laws.

8.b.1 President

The President shall, if present, preside at all general membership meetings and meetings of the Board of Directors. He/she shall be responsible for the general supervision of Corporation business and activities.

All responsibilities and authorities not specifically delegated to other Directors, or by contract, to professional staff, shall be deemed to reside with the President. In addition, the President has those powers and duties specified in Article V, Section 2.a.

8.b.2 Director at Large

The Director(s) at Large shall assume such duties and responsibilities as shall be assigned them by the Board of Directors, shall attend meetings of the Board of Directors, and shall serve on such corporation committees as they may be appointed to.

8.b.3 Chapter Director (as amended, October, 2011)

The Chapter Director(s) shall preside at all Chapter meetings, shall establish committees and appoint members and chairpersons for the Chapter and shall represent the Chapter on the Board of Directors.

8.b.4 Director Emeritus

At the invitation of the Nominating Committee of the Board of Directors, any Officer or Board Member who has served on the Board for a minimum of six (6) years, may be invited to serve as a Director Emeritus, a non-voting position. The Director(s) Emeritus shall assume such duties and responsibilities as shall be assigned to them by the Board of Directors. This will include serving as a resource to the Board of Directors and the Corporation on local, regional and national Corporation matters. There shall be no term limit for an Emeritus Director (as amended, October 2001 and October, 2013).

8.b.5 Immediate Past President

The Immediate Past President, a non-voting position, shall assume such duties and responsibilities as shall be assigned to him/her by the Board of Directors and shall serve as a resource to the Board of Directors.

8.b.6 President-Elect (as amended October, 1996)

The President-Elect shall assume such duties and responsibilities as shall be assigned to him/her by the President and/or in the event there is no President, by the Board of Directors and shall be assigned to him/her by the Board of Directors and shall serve as a resource to the Board of Directors. (as amended, January, 1999)

Section 9. Compensation of Directors

Directors of the Corporation shall not receive compensation for their services as members of the Board of Directors. Nothing herein shall, however, be construed as to preclude any member of the Board of Directors from serving the Corporation in any other capacity as agent, employee or otherwise, or from receiving reimbursement for reasonable expenses incurred in the performance of Corporation business, as may be fixed or determined by a vote of the Board, unless included in the approved budget for compensation. (as amended October, 2011)

Section 10. No Interest in Assets

No member of the Board of Directors shall possess any property right in or to the property of the Corporation. In the event of dissolution of the Corporation, the assets of the Corporation remaining after the payment of all outstanding debts shall be disbursed for purposes consistent with those of the Corporation by vote of the Board of Directors and as provided by the Articles of Organization and the laws of the Commonwealth of Massachusetts.

ARTICLE V OFFICERS

Section 1. Titles

The Officers of the Corporation shall be the following:

1. President
2. President-Elect (as amended, October, 1996)
3. Vice-President/Agency Liaison
4. Vice President/Training & Education
5. Treasurer
6. Clerk

Section 2. Powers and Duties of Officers

The Officers of the Corporation shall have powers and duties as specified herein and such others as may be additionally specified by the Board of Directors.

2.a. President

In addition to the powers and duties set forth in Article IV, Section 8.b.1, the President shall be responsible for the general supervision of Corporation business and activities.

All responsibilities and authorities not specifically delegated to other Officers, or by contract, to professional staff, shall be deemed to reside with the President.

2.b. Vice President/Agency Liaison

The Vice President/Agency Liaison shall be responsible for the conduct of all activities of the Corporation with respect to its relationships and dealings with the Department of Housing and Urban Development, State Housing Finance Authorities and/or other governmental agencies with which the Corporation has dealings on behalf of its membership.

He/she shall report to the Board of Directors and the membership regarding the status of regulations, legislation and/or ongoing negotiations or other activities connected with this area of responsibility. (as amended, October, 2011)

2.c. Vice President/Training & Education

The Vice President/Training & Education shall be responsible for the conduct of all activities of the Corporation relating to the development and conduct of training and educational programs, whether fee or non-fee, shall chair or designate chairpersons and appoint members of all committees under his/her jurisdiction, shall recommend contracts for instructional services for approval by the Board, and shall provide for the evaluation of all corporate training activities. (as amended October, 2011)

2.d. Treasurer

The Treasurer shall be responsible for the maintenance of all financial records of the Corporation, shall supervise the investment of corporate funds and shall oversee the collection, disbursement and reporting of all corporate financial activity, the filing of tax returns with the organization's accountant, and the development and administration of an annual budget with the Executive Director for the Corporation. The Treasurer shall further cause to be prepared monthly reports of corporate financial status to the Board and annual reports to the general membership. (as amended, October, 2011)

2.e. Clerk

The Clerk shall be responsible for the maintenance of all records of the Corporation both current and historical, with the exception of financial records, and shall see to the proper recording of proceedings of general membership and Board of Director meetings, and the mailing of notices in accordance with the requirements of these By-laws. (as amended, October, 2011)

2.f. President-Elect (as amended, October, 1996)

In addition to the powers and duties set forth in Article IV, Section 8.b.6, the President-Elect shall be responsible for such duties and responsibilities as shall be assigned to him or her by the President and/or the Board of Directors (as amended, October, 2011)

All responsibilities and authorities not specifically delegated to other Officers, or by contract, to professional staff, shall be deemed to reside with the President-Elect (as amended, January, 1999).

Section 3. Manner of Selection and Term of Office

Each Director shall serve for a term of one year as designated by the vote of the members. Election of Directors of the Corporation shall be held annually at the annual meeting (as amended, January, 1999) and each member of the Board of Directors shall hold his/her position for a period of one year, commencing November 1st of each year and ending October 31st each year. (as amended January, 1993, October, 2011, and October, 2014).

Notwithstanding the provisions of Section 2. and 3. of Article IV, no officer may serve in the same office for more than four (4) consecutive years (as amended, January, 1999).

Officers shall be nominated as a slate by the Nominating Committee of the Board of Directors of the Corporation, according to the procedures set forth in Article IV, Sections 3.a. and 3.b. above for nomination of Board members. The finalized slate will be sent electronically by the Nominating Committee Chair or the person designated by the Nominating Committee Chair to the membership thirty (30) days prior to the date of the NEAHMA Fall Conference election. All Officers will begin service on the 1st day of the subsequent month following the NEAHMA Fall Conference, i.e., beginning November 1st of that year. (as amended October, 2013)

Section 4. Vacancies of Officers

4.a. Events Causing Vacancy of Officers

A vacancy or vacancies in an Officer's position shall be deemed to exist if pursuant to Article IV, Section 7a., an Officer is removed from the Board of Directors.

4.b. Resignation

Any Officer may resign. Said resignations shall be submitted in writing to the President or Clerk of the Corporation and shall become effective upon date of receipt unless otherwise specified in the written notice of resignation.

4.c. Manner of Filling Vacancies

Any vacancy, occurring in an Officer's Position shall be filled as provided for the filling of vacancies for Directors in Article IV, Section 7.c.

**ARTICLE VI
COMMITTEES
[ADDED OCTOBER, 2014]**

Section 1. Open Committee Positions

NEAHMA will actively solicit volunteers for open committee positions annually in accordance with these By-Laws and the following procedures:

NEAHMA will distribute a notification to membership annually during the third quarter of the year with a description of each committee, the positions open for each committee, and the procedure for committee selection. The notification will include the requirement that members must submit a letter of interest describing their experience and skill set and how they think they could contribute to the committee. Members interested in a specific committee must select their choice and may select more than one committee on which to participate.

Committee members will be chosen from the membership at large and are not required to have current or previous board member participation. Committee chairs are not required to have previous participation on any committee to be considered for the position. All interested and qualified candidates will be considered. All committee chairs may serve on any committee for a period of up to three years. Committee chairs who are not board members will report directly to the Executive Director. Final selection of all committee members will be made by the current NEAHMA President, in accordance with the policies and procedures of NEAHMA's Leadership Selection Process previously adopted by the Board.

Section 2. NAHMA Representative

2.a. Selection and Term of Service

The NAHMA Representative, a non-voting position, shall serve as NEAHMA's liaison to the National Affordable Housing Management Association (NAHMA). The NAHMA Representative shall act as a resource for sharing information on regulatory and financial issues, goals, mission, programs and services, and other appropriate matters, for the purpose of providing feedback between NAHMA and NEAHMA.

The NAHMA Representative shall be a current or former Board member who has served on the NEAHMA Board of Directors within the two (2) preceding years. The President shall present potential qualified candidates for the NAHMA Representative position to the chair of the Nominating Committee for consideration and selection. The NAHMA Representative shall serve for a one-year term, not to exceed a total of three (3) consecutive one-year terms.

NEAHMA shall assume responsibility for all NAHMA member dues, fees to attend NAHMA meetings, and associated travel costs for the NAHMA Representative.

2.b. Alternative Selection

In the event that the Past President is unable or unwilling to serve as the NAHMA Representative, the President shall present potential qualified candidates who are voting members of the current NEAHMA Board to the Chair of the Nominating Committee for the Committee's consideration and selection of the NAHMA Representative. Such selection shall be made according to the Nominating Committee procedures set forth in Article IV, Section 3.a. The candidate selected as NAHMA Representative shall be announced to the membership at the annual Fall Conference.

The current NEAHMA President shall fulfill the responsibilities of the NAHMA Representative in any instance where the NAHMA Representative is not able to be present at a particular meeting or any other NAHMA-related function and/or events. In the unlikely event that the NAHMA Representative can no longer serve or resigns, the President shall present potential qualified candidates who are voting members of the current NEAHMA Board to the Chair of the Nominating Committee for the Committee's consideration and selection of a replacement, who shall then serve out the remainder of the ~~three (3)~~ term **or terms**.

ARTICLE VII SERVICE AREA AND CHAPTERS

Section 1. Designation of Service Area

The services and activities of the Corporation shall be conducted on behalf of management agents and owners of affordable housing located in those geographic areas administered or represented by HUD (as amended, January, 1999), State Housing Finance Agencies and governmental agencies (as amended, January, 1999) located in the New England states,

namely: Maine, Vermont, New Hampshire, Massachusetts, Connecticut and Rhode Island. (as amended, October, 2011)

Section 2. Establishment of Chapters

Within the Service Area of the Corporation, the Board of Directors may act to establish Chapters of the Corporation on a state by state basis. There will be a limit of one (1) chapter per each New England State.

Section 3. Chapter Governance

Any Chapter of the Corporation, established by the Board of Directors, shall be governed in its local activities by a Chapter Director elected by Corporation members doing business with any governmental agency and/or HUD under which jurisdiction the Chapter is located. The Chapter Director shall be subject to confirmation by the Nominating Committee of the Board of Directors. The Chapter Director shall automatically become a member of the Corporation's Board of Directors and shall be designated a "Director" under the Chapter's designation.

The Board of Directors, at its sole discretion, shall delegate to the Chapter Director such powers, authorities and responsibilities as it finds necessary and prudent to assure the successful operation of the Chapter, consistent with these By-laws and the established policies and programs of the Corporation.

(as amended, October, 2011)

Section 4. Membership in the Chapter

Membership in a Chapter shall be held by virtue of the following: (1) Membership in the Corporation and (2) the presence of company business interests in the Service Area of the Chapter. A Regular Member of the Corporation who meets requirement (2) of this Section, shall be entitled to participate in and vote at the Chapter level by virtue of his/her membership in the Corporation.

Section 5. Assets Held in Common

All assets of any Chapter of the Corporation shall be held in the common treasury of the Corporation and administered by the Board of Directors as provided for in these By-laws.

ARTICLE VIII PROCEDURES

Section 1. Establishment of Procedures

The duties of the members of the Board of Directors and the activities of the Corporation shall be carried out in accordance with procedures established by the Board of Directors from time to time.

Section 2. Resolution of Conflict

In any instance where the procedures of the Corporation as established by the Board of Directors are found to be in conflict with any of the By-laws of the Corporation or with any state or federal law, the requirements of the legal codes and of these By-laws or of such law shall take precedence.

ARTICLE IX FISCAL YEAR

The fiscal year of this Corporation shall be the calendar year, unless determined otherwise by the Board of Directors.

ARTICLE X INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER CORPORATE AGENTS

The Corporation shall, to the fullest extent allowed by the Internal Revenue Code and the law of the Commonwealth of Massachusetts as now in effect or hereafter amended, indemnify and hold harmless its Officers, Directors, agents and employees from and against any and all claims, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective position with or relationship to the Corporation, including without limitation, all reasonable attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article IX.

ARTICLE XI BOOKS AND RECORDS

Section 1. Maintenance of Records

The Corporation shall keep at its principal office current and complete minutes of the proceedings of its meetings, the original or a copy of Articles of Incorporation and these By-laws and Amendments and a record giving the names and addresses of all members, the class of membership held by each and the date and manner of termination, if membership has been terminated. The books and records of the Corporation's financial transactions shall be maintained at the office of the person responsible for the ongoing maintenance of financial records.

Section 2. Inspection

All books and records of the Corporation may be inspected by any Director, Officer or member or his/her agent or attorney at any reasonable time for any purpose reasonably related to the individual's interest as such.

Section 3. Ownership of Records

All records of the Corporation, whether held by employees, Officers, Directors or members, are and shall remain in the sole property of the Corporation and shall be relinquished to the Corporation upon demand.

**ARTICLE XII
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of Chapter 180 of the Massachusetts General Laws, the Articles of Incorporation or of these By-laws, a written waiver thereof, executed before or after the meeting by the person(s) entitled to such notice or his/her attorney thereunto authorized, which is made part of the minutes, shall be deemed equivalent to giving of such notice.

For members of the Board of Directors, attendance at any meeting of the Board of Directors, without protesting prior thereto or at its commencement the lack of notice, shall constitute a waiver of notice.

**ARTICLE XIII
ANNUAL REPORTS**

No later than one hundred-twenty (120) days after the close of the Corporation's Fiscal Year, the Treasurer shall cause to be sent to the members an annual report and an annual statement of transactions in accordance with applicable state law.

**ARTICLE XIV
RULES OF ORDER**

Meetings of the Corporation shall be conducted in accordance with Robert's Rules of Order, newly revised, provided that they are not inconsistent with the provisions of these By-laws.

**ARTICLE XV
EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise expressly provided in the Articles of Incorporation or in these By-laws may, by resolution, authorize any Officer or agent of the

Corporation to enter into any contract and/or deliver any instrument, inclusive of checks and drafts on the Corporation's accounts, in the name of and on behalf of the Corporation.

ARTICLE XVI CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in Chapter 180 of the Massachusetts General Laws shall govern the construction of these By-laws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural numbers include the singular and the term "person" includes both the Corporation and a natural person.

ARTICLE XVII AMENDMENTS TO THE BY-LAWS

New By-laws may be adopted or these By-laws amended or repealed by an affirmative majority vote of the Board of Directors at which a quorum was present, or by the members as provided by law, provided however that no amendment changing the number of Directors of the Corporation may be adopted until approved by the general membership. Notice of the proposal to make, amend or repeal any By-law shall be given at a meeting prior to the meeting in which the By-laws are made, amended, or repealed.

Not later than the time of giving notice of the meeting or the members next following the making, amending or repealing of any By-law by the Directors, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the By-laws. Any By-law adopted by the Board of Directors may be amended or repealed by the members.

ARTICLE XVIII AFFILIATION

Section 1. Membership in Related Organizations

The Board of Directors may accept or initiate membership of the Corporation in any related group or organization within the same or related industry and/or dedicated to one or more of the purposes of the Corporation as defined in Article I of these By-laws.

Section 2. Affiliation

The Board of Directors may act to affiliate through federation, cooperative, joint venture or merger, this Corporation with any national, regional or local organization dedicated to the purposes of the Corporation as enumerated in Article I of these By-laws, with the consent of two-thirds of its members legally qualified to vote at meetings of the Corporation. Upon receipt of an affirmative vote for affiliation, the Board of Directors

may act to conform these By-laws to the requirements of said national, regional or local organization and may make such arrangements as may be required with regard to disbursement of corporate assets to affect the affiliation, federation, cooperative, joint venture or merger.

**ARTICLE XIX
SUBSIDIARY CORPORATIONS**

The Board of Directors may act to establish subsidiary corporations to this Corporation if in its judgment, such establishment is in the best interests of the Corporation, provided however that such subsidiary corporation not be in conflict with the goals and purposes of the Corporation as enumerated in Article I of these By-laws, and consent to the establishment of a subsidiary corporation is obtained from the membership in accordance with Article VI, Section 5. of these By-laws.

**ARTICLE XX
DISSOLUTION**

The Corporation may be dissolved by a vote of the members of the Corporation in the manner provided by the Articles of Organization and Chapter 180 of the Massachusetts General Laws.

**ARTICLE XXI
AMENDMENTS TO THE BY-LAWS
THE NEW ENGLAND AFFORDABLE HOUSING
MANAGEMENT ASSOCIATION, INC.
A NONPROFIT CORPORATION**

(1) ARTICLE I. Section 1. Name

The name of this Association has been changed to The New England Affordable Housing Management Association, Inc. (amended October 20, 2011)

(2) ARTICLE II. Section 4. Voting

Paragraph 2 has been changed to read as follows: Each Regular Member company shall have one (1) vote and shall designate the name(s) of its representative (s) in writing to the Clerk of the Corporation at least annually, upon initiation and/or renewal of its membership. Voting shall be by voice vote, provided however, that any Regular Member may request, or the Board of Directors may stipulate a vote by secret ballot. Members shall be permitted to vote or act by proxy. (October 25, 1989)

(3) ARTICLE III. Section 1. Annual Meeting

Paragraph 1 has been changed to read as follows: The annual meeting of the members shall be held during the last week of November of each year at such hour as may be named in the notice of such meeting. In the event that the annual meeting is not held during such week, a special meeting in lieu thereof may be held with all of the force and effect of an annual meeting (October 25, 1989).

(4) ARTICLE IV. Section 2. Number, Tenure & Qualifications

No one member company may have more than one (1) employee in a voting position on the Board of Directors at any one time. In the event that two (2) members of any company serve on the Board of Directors in voting capacities at the same time, the vote shall be cast by the individual holding the most senior position, as conclusively determined by written notice from the member organization to the Clerk of the Corporation, and the other such member shall have no right to vote. Except for the initial members of the Board of Directors, to be qualified to serve as a member of the Board of Directors, a person must currently be a principal or employee of a Regular Member Company, which company has held Regular Membership in the Corporation for at least six (6) months prior to the election or appointment. A person may serve as a member of the Board of Directors for up to five (5) consecutive one-year terms in any one position. The tenure of the Officer of the Corporation may continue only as he/she fills the office of the Corporation. (January 20, 1993)

(5) ARTICLE IV. Section 3. Manner of Selection and Term of Office.

The initial Board shall be appointed by the incorporator, and thereafter Directors shall be elected by the members, except as provided in Section 7.c of this Article IV. Each Director shall serve for a term of one or two years as designated by the vote of the members. Election of Directors of the Corporation shall be held annually at the general membership meeting and each member of the Board of Directors shall hold his/her position for a period of one year, commencing December 1 and ending November 30. (January 20, 1993)

(6) ARTICLE III. Section 1. Annual Meeting

The Corporation shall have an annual meeting as designated by the Officers and the Board of Directors to be held during the last quarter of the year at such hour as may be named in the notice of such meeting. In the event that the annual meeting is not held during such week, a special meeting in lieu thereof may be held with all of the force and effect of an annual meeting. (as amended, October 28, 1994)

(7) ARTICLE IV. Section 2. Number, Tenure & Qualifications

The Corporation shall have not less than six (6) and no more than twenty Five (25) as amended October, 2011) members of the Board of directors as set by the members at the annual meeting, provided however that the Board of Directors shall automatically expand (and these By-laws be considered amended) to accommodate the Steering Committee Chairperson of any Chapter of the Corporation established by the Board of Directors.

The Board of Directors shall be comprised of the following: (1) the Officers of the Corporation; (2) the immediate past President of the Corporation; (3) the Steering Committee Chairperson of any Chapter of the Corporation established by the Board of Directors; (4) Director(s) Emeritus, (as amended October 28, 1994) and such other Directors as the members elect at the annual general membership meeting.

No one member company may have more than one (1) employee in a voting position on the Board of Directors at any one time. In the event that two (2) or more (as amended October 28, 1994) members of the same company serve on the Board of Directors in voting capacities at the same time, the vote shall be cast by the individual holding the most senior position, as conclusively determined by written notice from the member organization to the Clerk of the Corporation, and the other such member(s) shall have no right to vote. Except for the initial members of the Board of Directors, a person must currently be a principal or employee of the Regular Member Company, which company has held Regular Membership in the Corporation for at least six (6) months prior to the election or appointment. A person may serve as a member of the Board of Directors for up to six (6) consecutive one-year terms, (amended October, 1994) which includes service as an Officer of the Corporation for up to four (4) consecutive one-year terms in any one position (amended January, 1993). The tenure of an officer of the Corporation may continue only as he/she fills the office of the Corporation. Officers and Board members shall be required to attend a minimum of two-thirds of scheduled monthly Board meetings during the regular term of service (as amended, October 28, 1994).

(8) ARTICLE IV. Section 8.b.4 Director Emeritus

At the invitation of the Board of Directors, any Officer or Board Member who has served on the Board for a minimum of six (6) years may be invited to serve as a Director Emeritus, a non-voting position. The Director(s) Emeritus shall assume such duties and responsibilities as shall be assigned to them by the Board of Directors. This will include serving as a resource to the Board of Directors and the Corporation on local, regional and national Corporation matters. There shall be no term limit for an Emeritus Director. (Amended October 2001).

(9) ARTICLE I. Section 1. Name

The name of this Corporation is THE NEW ENGLAND AFFORDABLE HOUSING MANAGEMENT ASSOCIATION, INC. (hereinafter referred to as the “Corporation”). (amended October 20, 2011)

(10) ARTICLE IV. Section 2. Number, Tenure & Qualifications

8.b.6 Add President-Elect as a board position. (amended October 25, 1996)

(11) ARTICLE V. Section 1. Titles

The Officers of the Corporation shall be the following:

1. President
2. President-Elect (amended October 25, 1996)
3. Vice President/Agency Liaison
4. Vice President/Training & Education
6. Treasurer
7. Clerk

(12) ARTICLE I. Section 2. Location

The principal office of the Corporation shall be located in Norfolk County, Massachusetts unless otherwise determined by the Board of Directors (amended, January 20, 1999).

(13) ARTICLE II. Section 1. Eligibility for Membership

Associate Membership. Any vendor, service provider, government agency or industry affiliate delivering products, services and/or working with any government-assisted housing project and/or property management company, and meeting the criteria established by the Board of Directors, and dedicated to the purposes of this Corporation, shall be eligible for Associate Membership. One director-at-large from this membership category may be designated to serve up to a two (2) year term as a non-voting member of the board in accordance with Article 4, Section 3 of these By-laws (amended, January 20, 1999).

(14) ARTICLE III. Section 3. Place of Meeting

Meetings of the Membership shall be held at such location as is designated by the Board of Directors (amended, January 20, 1999).

(15) ARTICLE IV. Section 2. Number, Tenure & Qualifications

Amend board service tenure shall read as follows: A person may serve as a member of the Board of Directors for up to ten (10) consecutive years which includes service as an officer of the Corporation for up to four (4) consecutive years in any one position (amended January, 1993), except the President who will serve for three (3) years and the President-Elect who will serve a minimum of one (1) year and a maximum of no more than two (2) years. (amended, October 2011)

(16) ARTICLE IV. Section 7.c. Manner of Filling Vacancies

Number 1 has been changed to read as follows: In the case of a vacancy of the office of President, the President-Elect or in the event there is no President-Elect, the Vice President/Agency Liaison shall succeed to the office. The Vice President/Agency Liaison position shall then be filled in the same manner as provided above (amended, January 20, 1999).

(17) ARTICLE IV. Section 8.b.6 President-Elect

Add the following:

The President-Elect shall assume such duties and responsibilities as shall be assigned to him/her by the President and/or in the event there is no President, by the Board of Directors and shall be assigned to him/her by the Board of Directors and shall serve as a resource to the Board of Directors (as amended, January 20, 1999).

ARTICLE IV. Section 2.g. President-Elect

Add the following:

In addition to the powers and duties set forth in Article IV, Section 8.b.6, the President-Elect shall be responsible for the general supervision of Corporation business and activities.

All responsibilities and authorities not specifically delegated to other Officers, or by contract to professional staff, shall be deemed to reside with the President-Elect (as amended, January 20, 1999).

(18) ARTICLE V. Section 3. Manner of Selection and Term of Office

Election of Directors of the Corporation shall be held annually at the annual meeting (as amended, January 20, 1999) and each member of the Board of

Directors shall hold his/her position for a period of one year, commencing December 1 and ending November 30 (as amended January, 1993).

Notwithstanding the provisions of Section 2 and 3 of Article IV, no officer may serve in the same office for more than four (4) consecutive years (as amended, January 20, 1999).

(19) ARTICLE VI. Section 1. Designation of Service Area

The services and activities of the Corporation shall be conducted on behalf of management agents and owners of government-assisted housing located in those geographic areas administered by HUD (as amended, January 20, 1999) State Housing Finance Agencies and governmental agencies (as amended, January 20, 1999) located in the New England states namely: Maine, Vermont, New Hampshire, Massachusetts, Connecticut and Rhode Island.