



## **Council of State Community Development Agencies By-Laws**

### **ARTICLE I**

#### **Name, Affiliation and Principal Office**

- SECTION 1. Name. The name of this organization shall be the Council of State Community Development Agencies, (COSCDA), hereinafter referred to as the Council.
- SECTION 2. Affiliation. The Council shall maintain an affiliation with the National Governors' Association and shall recognize and promote cooperation with other groups or organizations concerned with common activities involving federal-state-local relations.

### **ARTICLE II**

#### **Purpose**

Purpose. The purpose of the Council shall be to promote the common interest and goals of the states with respect to housing and development, reflected by the activities of the state community affairs agencies or such other agencies with similar responsibilities. Its particular concerns will be the development of state resources to deal more effectively with the complex issues concerning housing, community development, and local economic development and the support of public policies and programs to strengthen local government planning and management capacity and processes and other related activities. To this end, it shall proceed by:

- a. keeping members fully informed about new federal and state administrative and legislative developments that affect the programs of such agencies.
- b. encouraging and assisting in the formation and more effective operation of such agencies, and in the formulation and implementation of effective governmental program of assistance to meet local government needs.
- c. facilitating the exchange of information about programs, activities, and achievements among agencies and acting as a clearinghouse between other groups and organizations interested or engaged in related community development activities.

d. presenting to concerned parties the policies or views of the Council members concerning public issues relevant to the programs and operations of such agencies.

e. performing such other activities necessary and proper to advance the overall interests of the Council.

## **ARTICLE III**

### **Members**

- SECTION 1. a. General Membership. In accordance with the criteria established by the Council, general membership shall be open to any department, division, agency, or entity of state government (including territories, possessions, or Commonwealths of the United States) having the authority by executive order or statutory mandate to carry out on a statewide basis the primary responsibility for coordinating or administering housing and/or community development activities, and/or state-local relations.
- b. Associate Membership. The Council may establish associate memberships for any other interested groups, organizations, or individuals concerned with its activities.
- c. Ex-officio Membership. The National Governors' Association may designate representatives for such other groups as have a common interest with the goals of the Council.
- e. Further Requirements. The Council may, from time to time, establish additional rules, regulations or requirements for admission to membership.
- SECTION 2. a. Voting Rights. Each general member shall be entitled to one (1) vote on each matter submitted to a vote of the membership. This vote is to cast by the director (chief executive officer) of the general member or by an individual from that state designated by that director. This designation must be in writing and is to be filed with COSCDA's executive director. Associate members, Ex-Officio members and Ex-Officio Representatives do not have voting rights.
- b. Voting Rights within Regional Caucus. Each member of a regional caucus certified by the Board shall be entitled to one (1) vote on each matter related to the election of a regional representative to the Board. This vote is cast by the director (chief executive officer) of the general member or by an individual from that state designated by that director. This designation must be in writing and is to be filed with COSCDA's executive director. Associate members, Ex-Officio members and Ex-Officio representatives do not have voting rights.
- SECTION 3. Dues. The Council may establish annual dues or fees for each class of membership based on such criteria as may be determined; provided, however, that no dues or fees may be increased for any member within the year for which they have been paid.

## **ARTICLE IV**

### **Meeting of Members**

- SECTION 1. Annual Meeting. A regular annual meeting of the Council shall be held, at such time and place as may be designated by the Board of Directors. Such meetings shall be held to transact such business as is properly the concern and common interest of the Council, including the election of officers and other members of the board.
- SECTION 2. Special Meetings. Special meetings may be called by the President, or any five (5) members.
- SECTION 3. Notice of Meetings. Written notice stating the place, day, and hour of the annual meeting or any special meeting shall be delivered either personally or by mail to all members not less than twenty (20) nor more than sixty (60) days before the date of the meeting. In the case of a special meeting the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to delivered when deposited in the United States Mail addressed to the member at this address as it appears on the records of the Council, with postage thereon paid.
- SECTION 4. All meetings of the Council shall be open to the public.
- SECTION 5. Informal Action by Members. Any action which may be taken at a meeting of members may be taken without a meeting if written consent to such action is signed by two-thirds of the members entitled to vote with respect to the subject matter thereof.

## **ARTICLE V**

### **Officers**

- SECTION 1. Officers. The Officers of the Council shall be a President, a Vice-President a Secretary and a Treasurer. No two offices may be held by the same person.
- SECTION 2. Election and Terms of Office. The officers of the Council shall be elected annually by the members entitled to vote at the annual meeting. Each Officer may hold office for two one year terms during the year following the said annual meeting and their successor shall have been duly elected.
- SECTION 2. Election and Terms of Office. The officers of the Council shall be elected annually by the members entitled to vote at the annual meeting. Each Officer shall hold office during the year next following the said annual meeting and his successor shall have been duly elected.
- SECTION 3. Removal. Any officer may be removed by the Board of Directors whenever in its judgement the best interests of the Council would be served thereby. Absence from two meetings in the same calendar year should be considered grounds for such removal.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal or incapacity of any officer may be filled by the Board of Directors for the unexpired portion of the term; provided however, that vacancy in the office of President shall be filled by the Vice-President. All vacancies filled by the board shall be communicated to the members within 30 days of the action.

SECTION 5. Delegation of Duties. In the absence of any officer of the Council, the Board of Directors may delegate, for the time being, the duties of such officer to any other officer.

## **ARTICLE VI**

### **Board of Directors**

SECTION 1. Number of Tenure. The members shall establish a Board of Directors to consist of the President, Vice-President, Secretary, Treasurer, Past President and not more than five At Large members and four (4) regional representative members. During the transition period to regional representation, the Board may temporarily retain existing At Large Board members. The Ex-Officio member appointed by the National Governors' Association shall be an ex-officio member of the Board of Directors. Membership on the Board of Directors shall reside in individuals.

All members of the Board of Directors other than the officers shall be elected for a term of three (3) years.

Members of the Board of Directors shall serve no more than six consecutive years, exclusive of years served in any office as an officer and exclusive of time served to fill a vacancy when appointed for an unexpired portion of a term.

SECTION 2. The Board shall create four (4) regions with input from individual states for the purposes of electing Board members that represent each region of the country, and the Board shall certify those regions at the Board Meeting held in the spring.

SECTION 3.. The board may create an executive committee responsible for considering internal operational issues of COSCDA and making recommendations to the board.

SECTION 4. Vacancies. A vacancy on the board, exclusive of officers and regional representatives; because of death, resignation, removal or incapacity of any non-officer board member may be filled by the Board of Directors for the unexpired portion of the term. All vacancies filled by the board shall be communicated to the members within 30 days of the action.

A vacancy on the board, exclusive of officers and regional representatives; because of death, resignation, removal or incapacity of any non-officer board member may be filled by the Board of Directors for the unexpired portion of the term. All vacancies filled by the board shall be communicated to the members within 30 days of the action. In the event of a vacancy of a regional representataive because of death, resignation, removal or incapacity, an election of a replacement shall take place by the regional caucus at the next annual meeting.

## **ARTICLE VII**

### **Fiscal Year**

The fiscal year of the organization shall be from July first to June thirtieth.

## **ARTICLE VIII**

### **Contractual Obligations: Books and Records: Miscellaneous**

- SECTION 1. Contracts, Checks, Notes, Etc. All checks, drafts, notes, bonds, bills of exchange, and others for the payment of money as well as contracts and agreements, shall unless otherwise required by law or permitted by these bylaws, be signed by the President or by such officers or employees of the Council that the President may designate.
- SECTION 2. Books and Records. The Council shall keep complete and accurate books and records of accounts and transactions and minutes of the proceedings of the members, Officers and Board of Directors. The Council shall also keep a record giving the names and addresses of members entitled to vote. These books and records shall be open to the public. The President shall cause to be prepared annually a full and correct statement of the affairs of the Council including a balance sheet and financial statement of operations for the preceding fiscal year certified as accurate by an independent audit, and filed within ninety (90) days thereafter with the Treasurer of the Council.

## **ARTICLE IX**

### **Amendments of Bylaws**

- SECTION 1. Authority to Amend Bylaws. These Bylaws may be amended or repealed at any regular or special meeting of the members provided that notice thereof be given in the call of the meeting.
- SECTION 2. Additional Rules. The members shall be authorized to adopt additional rules for the government and operation of the Council, provided that such additional rules are not in conflict with the Bylaws or other provisions of law as may be required. Such additional rules, when adopted, shall be sent to each of the Members and shall be effective when adopted and unless revoked or amended by the Members at the next regular or special meeting of the Council following the adoption of such rules.
- SECTION 3. Duties. The Board of Directors, once established, may fill such vacancies as may occur among the members of the board. All vacancies filled by the board shall be communicated to the members within 30 days of the action.

During the intervals between meetings of the members, and subject to such limitations as may be established by the Bylaws or by resolution of the members, the Board of Directors may exercise all the authority of the members in the management of the functions and affairs of the Council. All actions taken by the board shall be recorded by the Secretary and reported to the members at the next meeting. The

board may also, from time to time, formulate and recommend to the members for their consideration general policies regarding the management and operation of the Council. The board may, from, time to time, establish such ad hoc committees or task forces as it deems necessary to assist it in carrying out its furiction. Subject to the approval of the members, the board may employ an executive director to manage the operations the Council. The executive director may employ personnel to meet the need of the Council. The board shall regularly review the performance of the executive director and set enumeration for the position. The executive director shall serve at the pleasure of the board.

- SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held in conjunction with the annual meeting.
- SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by at least three (3) members of the board. The President may call an emergency meeting of the board and conduct such through a telephone conference call.
- SECTION 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days before the date of the meeting by written notice delivered personally or sent by mail to each member of the board at his address as shown by the records of the Council. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. Any member of the board may waive notice of any meeting. The attendance or participation of any member of the board at any meeting shall constitute a waiver of notice at any meeting except where they are attending the meeting for the express purpose of objecting to the transaction of any business the meeting is not lawfully called or convened.
- SECTION 6. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the members of the board are present at said meeting, a majority of the members of the board present may adjourn the meeting from time to time without further notice.
- SECTION 7. Manner of Acting. The act of a majority of the members of the Board of Directors present at a meeting for which quorum is present shall be the act of the board, unless the act of a greater number is required by law.
- SECTION 8. Removal. Any member may be removed by the Board of Directors whenever in its judgment the best interest of the Council would be served thereby. Absence from two meetings in the same calendar year should be considered grounds for removal.

## ARTICLE X

### Nominating Committee

- SECTION 1. Composition and Duties. There shall be a Nominating Committee responsible for recommending to the members at the Annual Meeting the nominees to fill the positions of President, Vice-President Secretary, Treasurer, and At Large Board members. The President shall elect the nominating committee, which shall consist of a least three (3) members to include the Immediate Past President, and two (2) additional members, at least one of whom shall not be a member of the Board of Directors. No member of the Nominating Committee may be considered for a position on the Board for the year they serve on the committee. The committee shall be selected at the March Board Meeting.
- SECTION 2. Other Nominations. Any member of the Council may be nominated for an office or for membership on the Board of Directors by any three (3) voting members, one who proposed the nomination and two members who second the motion, by submitting such nomination(s) to the President at the time of the convening of the Annual Meeting.
- SECTION 3. The designated voting representatives of each state shall convene as regional caucuses at the Annual Meeting to vote on a regional representative to the Board. Each regional caucus shall submit its voted representative to the Immediate Past President for presentation to the Membership at Large during the voting portion of the Annual Meeting.
- SECTION 4. Considerations. The Nominating Committee is encouraged to consider geographic distribution, gender and ethnic diversity, and level of demonstrated commitment to the Council in selecting nominees. The Nominating Committee shall solicit all members for suggested nominees.

The following additional information that the Nominating Committee should consider, but is not limited to :

- States represented by key members of Congress and the National Governors' Association
- Access to state Governor and position held in state organization
- Participation in COSCDA committees and task forces
- Ability to attend COSCDA meetings without significant travel/time restrictions that would prevent full participation
- Ability to be a strong advocate for COSCDA
- Representation of COSCDA's diversity in programs

These same criteria will be considered in each regional caucus when choosing a regional representative.