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# **NORTH CAROLINA COMMUNITY DEVELOPMENT ASSOCIATION**

## **RULES AND BYLAWS**

As amended

### **ARTICLE I .NAME AND PURPOSE**

#### Section 1 - Name

The name of this organization shall be the North Carolina Community Development Association, hereinafter referred to as “the Association.”

#### Section 2 - Association Comprisal

This organization is comprised of member municipalities, counties and other agencies in North Carolina and its purpose is to provide all possible assistance to its members in all areas of Community Development.

#### Section 3 - Purpose

The North Carolina Community Development Association is a cooperative, collective means by which cities, counties, and other agencies can accomplish the following purposes:

- a. Provide a vehicle for making recommendations to Federal and State Agencies and others involving policy, programs, and guidelines in all areas of Community Development.
- b. Provide a forum for the exchange of information and experience among agencies concerned with all areas of Community Development.
- c. Cooperate and work in close coordination with an affiliated association’s purposed and services program as decided upon by the Board of Directors of the Association.
- d. Promote the most effective development of the program in the areas of Community Development in light of local conditions.
- e. Examine existing and proposed legislation as to its effects on community activities and refer to appropriate agencies to assist with advocacy efforts on behalf of the association.

#### Section 4 - Fiscal Year

The fiscal year of the Association shall be July 1 through June 30.

### **ARTICLE II .MEMBERSHIP**

#### Section 1 - Active Members

The members of this Association shall be those municipalities, counties, and regional agencies within the State of North Carolina that are responsible for community development programs and that contribute to the support of the North Carolina Community Development Association in accordance with a schedule of fees, or a system of charges, as shall be established by the eligible voting membership at the Annual Meeting.

#### Section 2 - Affiliate Members

Private consultants, other private professional or commercial individuals and/or firms concerned with community development may be members of the Association as affiliate members only. Each affiliate member shall have one vote on any question presented at the Annual Meeting. Affiliate members may serve on the Board of Directors but may not hold an office within the Association.

### Section 3 – Associate Members

Federal, state, and other governmental agencies such as US Department of Housing and Urban Development, US Department of Agriculture, NC Division of Community Assistance, NC Department of Commerce, and the NC Housing Finance Agency may be members of the Association as associate members only. Each associate member shall have one vote on any question presented at the Annual Meeting. However, associate members may not hold office within the Association (see Article III, Section 5).

### Section 4 - Voting Members

Each active member municipality, county, agency or affiliate member shall have one vote on any question presented at the Annual Meeting. Voting shall be by voice unless a roll call, or written ballot, is demanded by three or more voting delegates. Voting requirements for virtual meetings or conference calls are further described in Article IV, Section 6.

The President can vote to make or break a tie vote, can cast a ballot vote, and can vote in a roll call vote. The President's vote is called last. The impartiality required of the presiding officer of an assembly precludes exercising the right to make motions or debate while presiding, and also requires refraining from voting except (i) when the vote is by ballot, or (ii) whenever their vote will affect the result. For example, the President can vote to cause a two-thirds vote or to prevent the attainment of a two-thirds vote. However, the President can choose to abstain from a vote to remain impartial. If the President's vote causes a tie vote or the motion is a tie and the President does not want to vote, the motion is defeated. To reconsider the vote, a member must have voted on the prevailing side. However, anyone can bring the motion before the assembly again at the next meeting; it is handled as if it is a new motion.

### Section 5 - Qualifications for Officers and/or Members of Board of Directors

Prior to election or appointments, each officer and member of the Board of Directors must have at least one year's experience as an active member of this Association. The President, Vice-President, and Secretary-Treasurer must be chosen from the active members representing either a member municipality, county, or regional agency. Members of the Board of Directors may be chosen from either active or affiliate members.

### Section 6 - Conditions of Serving as an Officer and/or as a Member of the Board of Directors

Officers and Directors are expected to attend all meetings. All absences must be approved by the President of the Association. Any Officer or Director who misses two consecutive meetings without obtaining excused absences shall appear at the next regularly scheduled meeting of the Board of Directors to explain why the two unexcused absences occurred (failure to appear at this meeting shall create an automatic vacancy). Thereafter, the Board will decide to excuse the absences or to reject the explanation and declare the position vacant. Vacancies shall be filled as provided by Article III, Section 5.

**In the event that a Board member – Officer or Director – has a change in employment that Board member may continue serving in their capacity and finish out their term.**

## ARTICLE III-OFFICERS

### Section 1 - Officers

The Officers of this Association shall be a President, Vice-President, Secretary-Treasurer, and Past-President. The Vice-President will succeed to the office of the President, and each shall take office at the time prescribed in Article IV Section 1. The election of the Secretary-Treasurer shall be held during the Annual Meeting of the Association, by a simple majority vote of the members attending as defined in Article IV, Section 7. The term of all officers shall be two years.

### Section 2 - Board of Directors

The Board of Directors shall conduct the affairs of this Association when the members are not assembled. A simple majority of the current members of the Board of Directors shall constitute a quorum.

The Board of Directors shall be comprised of the following: Past-President, President, Vice-President, Secretary-Treasurer, and the two (2) chairpersons of each standing committee, namely: Membership and Nominating, Meetings and Training, Rules and Bylaws, and Communication and Marketing; and four (4) at-large Board members. Total sixteen (16) Board Members.

The at-large members shall serve on existing or ad-hoc committees or various other areas of interest to the Board as assigned by the President and as outlined in the current Strategic Plan.

The term for new officers and chairpersons is to coincide with the beginning of the fiscal year as defined in Article I, Section 5.

### Section 3 –Membership and Nominating Committee -

The Membership and Nominating Committee shall consist of three persons: the Co-Chairs and two persons appointed by the Co-chairs.

### Section 4 - Nominations

The Membership and Nominating Committee shall make its best efforts to submit a slate of officers bi-annually (every other year/two year terms), which represents a balance among the different programs, which affect the membership. The Nominating Committee shall recommend one name for Secretary-Treasurer. The Membership and Nominating Committee shall notify the membership of the proposed slate of officer's thirty (30) days in advance of the annual meeting.

The offices of President and Vice-President shall appear on the slate as predetermined by Article III, Section 1. Nominations for Secretary/Treasurer may be made from the floor after the presentation of the slate of the Nominating Committee. Two seconds will be required to enter additional names from the floor as candidates for this position.

### Section 5 - Vacancies

A vacancy shall occur in any office of the Association in the event that the person holding that office resigns or ceases to possess the essential qualifications of office as provided for in Article II, Section 4. A vacancy in the office of President shall be filled by the succession of the Vice-President, who shall serve the unexpired term of the President and continue to serve as President for a succeeding term pursuant to Article III, Section 1. If the Vice-President and Secretary positions are not currently filled as well, then the Past President may be empowered to serve as President of the remaining term until the next scheduled election occurs.

The Past President shall be a member, with the right to vote, of the Executive Board. In the event that the President cannot immediately take the office of Past President, the currently serving Past President shall serve a successive term. In the event the immediate Past President is not available to serve in the office of Past President, any previous Past President is eligible to serve in the office of Past President.

A vacancy in the office of Secretary/Treasurer shall be filled for the unexpired term by appointment of the President and with advice and consent of the Board of Directors of this Association. In the event two offices are vacant at the same time, the most senior-level officer shall succeed to the highest role. In the event all offices are vacant at the same time, the Board of Directors will nominate Directors to serve the unexpired terms.

The Secretary/Treasurer shall serve the unexpired term of the Vice-President in the event of a vacancy in that office. A vacancy on the Board of Directors shall be filled for the unexpired term by appointment of the President and with advice and consent of the Board of Directors of this Association.

A board vacancy may be filled by someone who currently works for a local government entity, non-profit, or consultant.

#### Section 6 - Standing Committees

The following committees shall be known as the standing committees of the North Carolina Community Development Association. The chairperson of each standing committee and committee members shall be appointed by the President and shall serve at his/her pleasure. The Vice President will be a standing member of the Meetings and Training committee.

The President shall choose chairpersons who represent a balance among the different programs which affect the membership.

- a. Membership and Nominating Committee –two (2) co-chairpersons
- c. Meetings and Training Committee - two (2) co-chairpersons
- d. The Communications and Marketing Committee - two (2) co-chairpersons
- f. Executive Committee- President serves as the chair
- g. Rules and Bylaws Committee- two (2) co-chairpersons

The President shall appoint no fewer than two other members to serve on each committee and two at-large members to the Board of Directors.

#### Section 7 - Other Committees

The President of this Association is empowered to appoint such other committees as is deemed necessary to serve the purpose of the Association.

#### Section 8 – Term Limits

A term is considered as two (2) years. The term limits for serving as an officer position is two (2) terms consisting of four (4) consecutive years.

## ARTICLE IV MEETINGS

### Section 1 - Annual Meeting

The annual meeting of the North Carolina Community Development Association will be held during the Association's Spring Conference. The election of officers will be held annually at the annual meeting and the terms of officers shall commence at the Annual Meeting.

### Section 2 - Regular Meeting

Regular meetings of the membership shall be held two times each year, one being the Annual Meeting and the other to be held in conjunction with the Annual Education and Training Workshop.

### Section 3 - Goals and Objectives Meeting

No later than sixty days following the election of officers and designation of committee chairpersons, the Board of Directors shall meet and establish goals and objectives and an organization work plan for the coming year. This information shall be circulated to the membership no later than forty-five days following the goals and objectives meeting. An annual budget shall be prepared and approved by the Board within sixty (60) days after adoption of the goals and objectives.

### Section 4 - Special Meetings

Special called membership meetings will be determined by the President upon concurrence with other elected officers.

### Section 5 - Committee Meetings

Board of Directors meetings will be held whenever possible in conjunction with the regular meetings and as determined by the Association President.

Standing committee meetings will be determined by the committee chairperson.

### Section 6 – Virtual Meetings

Virtual meeting and conference calls can be held by the Board of Directors and Committees in lieu of regular meetings, and any other meetings when circumstances will not allow for an in-person meeting to be held. Virtual meetings and conference calls should be set up to require passcodes to ensure the meeting is closed to the Board, Committee, or any other NCCDA membership affiliation.

When voting is required in a virtual meeting or conference call, the President or most senior level officer presiding over the meeting will successively call on the Directors present to receive their individual votes. After each present Director has cast their votes, any other attending membership will be asked to vote. During virtual meetings, membership can vote by submitting a response in the chat box to be tallied by the Secretary/Treasurer. During conference calls, the President or most senior level officer presiding over the meeting will successively call on the attending membership for individual votes.

### Section 7 - Notices of Meetings

Notices of regular Association meetings shall be delivered to the last known email or mailing address of all members not less than thirty (30), nor more than sixty (60) days before such meetings. Any notice required by this section may be waived by majority vote of the Association's membership. Appropriate notice of all committee meetings shall be the responsibility of the individual committee chairperson.

Section 8 - Quorum

The presence of twenty-five (25) members shall constitute a quorum for the Association meetings, provided notice is given in accordance with Article IV, Section 6, Notice of Meetings. "Presence" of Board Members can be constituted by phone or virtual attendance.

## **ARTICLE V .AMENDMENTS**

These bylaws may be amended or repealed only during a regular or special meeting of the membership by a simple majority vote of the eligible members present. Amendments may be proposed by initiatory petitions signed by not less than 10% of the total membership or by resolution of the Board of Directors.

Amendments shall be emailed to the last known email address of all members no fewer than forty-five (45) days before a regular or special meeting of the membership of this Association. All concerns regarding the proposed amendments shall be in writing and shall be submitted to the Rules and Bylaws committee no fewer than thirty (30) days prior to a regular or special meeting of the membership of this Association. Hard copies can be provided upon request and will be sent via first-class mail.

## **ARTICLE VI. ASSOCIATION MANAGEMENT/PAID STAFF**

The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Association. The powers and duties of the association management paid staff shall be assigned or delegated by the Board of Directors.

## **ARTICLE VII .RULES OF ORDER**

In all matters not covered by these bylaws, the Association will be guided by Roberts Rules of Order, as revised.

BY-LAWS ADOPTED THIS  
27 DAY OF MAY 2021, as amended.



## RULES & BY-LAWS AMENDMENTS

DATE	ARTICLE	AMENDMENT
November 1, 1982	Article I	Section 5
	Article II	Section 3
	Article III	Section 1
	Article III	Section 3
	Article III	Section 4
	Article III	Section 5
	Article III	Section 6
	Article IV	Section 1
	Article IV	Section 2
	Article IV	Section 5
	Article IV	Section 6
May 17, 1984	Article III	Section 1
	Article III	Section 6
	Article IV	Section 3
October 21, 1986	Article I	Section 4
	Article II	Section 4
	Article III	Section 1
	Article III	Section 2
	Article III	Section 5
	Article III	Section 6
May 26, 1988	Article II	Section 1
	Article II	Section 2
	Article II	Section 3
	Article II	Section 4
	Article III	Section 2
	Article III	Section 6
	Article V	
May 26, 1989	Article II	Section 1
	Article II	Section 2
	Article II	Section 3
	Article II	Section 4
	Article V	
October 10, 1990	Article IV	Section 2
	Article IV	Section 7
May 26, 1995	Article II	Section 4
	Article II	Section 5
	Article III	Section 1
	Article III	Section 4
May 24, 2001	Article III	Section 2
	Article III	Section 6
November 21, 2002	Article III	Section 6

	Article III Article III	Section 2 Section 6
November 13, 2003	Article II Article V	Section 3, 4, 5, 6
May 27, 2004	Article II Article III	Section 6 Section 2, 8
November 17, 2007	Article II Article III Article IV	Section 5 Section 1,2,3,4,5,6,8 Section 1
May 27, 2010	Article I Article I Article II Article III Article III Article VI	Section 3 Section 4 Item (e) Section 1 Section 2 Section 6 Mgt./Paid Staff
May 27, 2021	Article II Article III Article IV	Section 4 Section 2, 5, 6 Section 6, 7, 8