

BYLAWS
of the
TEXAS AFFILIATION OF AFFORDABLE HOUSING PROVIDERS

Article I. ORGANIZATION NAME, SCOPE, AND LOCATION

Section I. Name

The name of this organization shall be the **Texas Affiliation of Affordable Housing Providers (TAAHP)**. TAAHP is a not-for-profit corporation organized under the general Not-For-Profit Corporation Act of the State of Texas, and by the Internal Revenue Service as a not-for-profit trade organization under classification as a 501(c)(6) tax-exempt organization. Hereinafter within this document, the Texas Affiliation of Affordable Housing Providers will be referred to as “TAAHP” or “the Organization.”

Section II. Scope

TAAHP will collect, organize, disseminate, and advance the information and collect information available concerning the affordable housing industry on as broad a scope as possible. TAAHP shall consider applications for chapter affiliations, regional, zone, local or counties if they meet established criteria.

Section III. Location

The offices of the Organization shall be located in Austin, Texas and/or in such localities as may be determined by the Board of Directors.

Article II. OBJECTIVES AND PURPOSE

Section I. Objectives

- A. To promote and encourage high standards of conduct and ethics by means of study, discussion, and education within the affordable housing industry.
- B. To foster surveys and distribution of knowledge of the affordable housing industry among its membership, the general public and to broaden public understanding of the affordable housing industry.
- C. To foster, promote, maintain and encourage the civic, social, and economic welfare of the affordable housing industry and to support a system of free, competitive enterprise and individual acceptance of responsibility.
- D. To cooperate with federal, state, and local government authorities for the good of community and the affordable housing industry.
- E. To cooperate with educational institutions and nonprofit organizations concerned with related interests of the affordable housing industry.
- F. To acquire, preserve and disseminate data and available information relative to the functions and accomplishments of the Organization and its members.
- G. To cooperate with related national, state, regional/zone, local/city associations that share common interests within the affordable housing industry.
- H. To promote opportunities for diversity, equity and inclusion among its members, tenants and the affordable housing industry as set forth in the Organization’s Diversity, Inclusion and Equity Plan.
- I. To undertake such other functions consistent with the Bylaws that will advance the purposes of the Organization and its members.

Section II. Purpose

- A. To encourage and promote the professionalism, management excellence, and the value of the affordable housing industry, TAAHP, and its members.
- B. To encourage laws, regulations, and programs that are agreeable with, and contribute toward, developing a viable affordable housing industry in Texas, and within the legal and lawful guidelines of state and federal statutes.
- C. To promote the common business interests of the members of the affordable housing industry.

Article III. CLASSES OF MEMBERSHIP, DEFINITIONS, AND QUALIFICATIONS

Section I. Classes of Membership

TAAHP is a trade association composed of Active and Affiliate memberships. Active memberships include one vote belonging to the member company and officially established as a voting designee. Affiliate members are non-voting members.

Benefits of membership, qualifications, dues and conference rates shall be determined by the Board of Directors and evaluated by November 1st of each year prior to each membership cycle.

A. Active Membership

Any business, firm, corporation, partnership, sole proprietorship, individual professional or other legal business entity which is involved in the affordable housing industry or provides services, supplies or equipment for the affordable housing industry and is directly interested in its welfare, complies with TAAHP Bylaws, pays current dues, and meets required membership qualifications, is eligible for active membership in TAAHP, is entitled to vote, eligible for service on the Board of Directors and all committees and working groups following appointment.

If any company has more than one Active member, each Active member shall be entitled to vote.

B. Affiliate Membership

The following Affiliate memberships are not entitled to vote nor to hold elected office in TAAHP but may serve on committees and participate with working groups at the discretion of the Board of Directors. They are eligible for membership benefits and services after complying with Board of Directors' approved requirements.

1. Governmental, Regulatory Memberships

Any individual associated with or responsible in any manner within the title of this category may join TAAHP after meeting the qualifications and paying dues determined by the Board of Directors. Separate dues may be established for this classification.

2. Educators and Student Membership

Any individual who is a full-time student at an institution of higher learning may join the Organization by meeting the qualifications and paying dues determined by the Board of Directors. Separate dues may be established for these two classifications: Educators and Student. Student members are not eligible to serve on committees.

3. Additional Membership

Any individual employed by a company or institution who currently has an Active member may join TAAHP as a non-voting member.

4. Honorary Membership *(non dues paying membership)*

Any person or organization who/that has made an outstanding contribution to the Organization and/or the affordable housing industry shall be eligible for Honorary Membership. Honorary Membership is conferred after recommendation by a majority of the Board of Directors. Nominations may be submitted by any member to the Board of Directors for consideration of an individual as an Honorary Member. If an Honorary Member wishes to have a vote, s/he must elect to pay dues and become an active member.

A complete and current membership application indicating the appropriate membership category shall be submitted to TAAHP's headquarter's office. The application shall be accompanied by full and complete dues in accordance with Article IV, Section 3.B. The applicant will be added to TAAHP membership lists to receive all mailings and will be published in the next regular publication but will be subject to formal approval of the Board of Directors at the next regular meeting. A majority vote of the Board of Directors is required for membership approval in all categories.

Section 2. Membership Removal

Members of any classification may be removed from membership by the Board of Directors for cause by two-thirds (2/3) vote. For any cause, other than nonpayment of dues or a conviction in a court of law, removal of membership shall occur only after a full due process investigation is provided, which shall consist of advising said member of complaints against him/her and providing an opportunity for defense. Such former members, if removed, may appeal the decision of the Board of Directors at a meeting of the Board of Directors for no more than thirty (30) minutes time limit, providing that notice of the basis and intent to appeal is provided to the President and Executive Director at least thirty (30) days in advance of the next regularly scheduled Board of Directors meeting.

Section 3. Membership Reinstatement

Any former member (either removed or resigned) desiring reinstatement must submit an application in the same manner as a new applicant. The application for reinstatement shall not be approved except upon condition of payment of all amounts of past due obligations (if any) to the Organization.

Section 4. Membership Resignation

Any member may resign by filing a written resignation with TAAHP headquarters, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Article IV. MEMBERSHIP DUES

Section 1. Establishment of Dues

Dues and membership admission fees, if any, for all classes of membership shall be established annually by the Board of Directors with the exception of Honorary Memberships which are complimentary. The membership year coincides with the calendar year beginning on January 1 of each year. Dues are payable with membership applications and annually thereafter. Dues for the upcoming year shall be established by the Board of Directors during the (3rd Quarter) quarterly Board of Directors meeting.

Section 2. Dues Refund

No dues shall be refunded to any member whose membership terminates for any reason, with the exception of refunds granted by the Executive Committee of the Board of Directors.

Section 3. Special Assessments *and Dues* Payments

A. Special Assessments

Written notice requesting a special assessment must be sent to the Board of Directors at least two weeks in advance of a special or regularly called meeting in order to consider a special assessment for the Organization. An assessment can be levied on voting members by a three-fourth (3/4) vote of the full Board of Directors. Assessments can be levied to discharge Organization obligations, special projects or in case of hardships.

B. Payments

1. Dues are payable in full, annually within ninety (90) days of the beginning of the first quarter, except for Honorary Members. Annual dues paid in any other month will not be prorated.
2. Any new member, who joins TAAHP on or after September 1st of the membership year, pays for the following year's membership fee and enjoys full membership benefits for the remainder of the joining year without charge (free) and for the subsequent membership year for twelve (12) months ending on December 31 of the subsequent membership year.
3. Conference Registration Discount:
 - (a) Any employee of an Active member company shall enjoy the member registration discount for the conference as determined annually by the board.
 - (b) If a new member joins TAAHP, or a previous member not in good standing renews his/her membership, during the conference registration period or at the annual Texas Housing Conference at full annual membership fee for the year of the conference, they are entitled to the member registration discount.

Section 4. Delinquency and Cancellation

Any member who has not paid his/her dues by March 31 of the current year shall be considered delinquent and the membership inactive and terminated along with all rights, privileges, and services of TAAHP membership until the outstanding dues is paid.

Article V. MEETINGS OF MEMBERS AND VOTING RIGHTS

Section 1. Annual Business Meeting

The Annual Business Meeting ("Annual Meeting") of the Organization shall be held annually during the Texas Housing Conference, virtually using video or telephonic conferencing or at such place as determined by the Board of Directors but no later than July 31st of each year.

Section 2. Special Meetings

Special meetings of the Organization may be called by the Board of Directors at any time, or shall be called by the Board President within thirty (30) days after a written request by twenty-five percent (25%) of the voting membership has been filed with the Board of Directors and the Organization office. The business to be transacted at any special meeting shall be stated in the notice thereof. Special Meetings may be conducted in person, via telephone conference or webinar.

Section 3. Notice of Meetings

Notice of any meeting of the Organization shall be posted on the Organization's website and sent electronically not less than seven (7) days prior to the date of the meeting stating the purpose for the calling of the meeting. The agenda for the meeting will be posted no less than three (3) days before the meeting. If the meeting is virtual using video or telephonic conferencing, the information to access the meeting shall be included in the meeting notice.

Members may not raise any item requiring a policy vote or expenditure of funds at the Annual Meeting unless they have given the specifics of the proposal to the Board President and Organization offices no less than thirty (30) days prior to the meeting. Any action item brought up at the Annual Meeting without notice will be automatically referred to the Board of Directors for consideration and/or action at a future meeting.

Section 4. Voting

For all Organization elections, each Active Member shall be eligible to vote.

Proposals to be offered to the members for a vote shall first be approved by the Board of Directors, unless the proposal is endorsed by twenty-five percent (25%) of the voting membership, in which case the Board of Directors' approval shall not be necessary. On any mail or electronic vote, no less than twenty-five percent (25%) of all Active Members in good standing shall cast a ballot to constitute a valid action, and a majority of those voting shall determine the action.

Section 5. Quorum of Members

At the annual, regular or special meeting of members, a quorum shall consist of a simple majority of those Active Members registered for said meeting.

Section 6. Cancellation of Meetings

The Board of Directors may cancel any annual meeting, regular meeting or special meeting for cause.

Section 7. Rules of Order

The rules contained in the current edition of "Robert's Rules of Order" shall govern the conduct of meetings of the Organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules the Organization may adopt.

Article VI. BOARD OF DIRECTORS

Section I. Authority and Responsibility

The governing body of this Organization shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the Organization, its committees and publications: shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the regulations for the conduct of its business as shall be deemed advisable and may in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee or staff.

Section 2. Composition

The Board of Directors shall consist of the Officers: A President, President-Elect, First Vice President, Second Vice President, Secretary and/or Treasurer, the three (3) immediate Past Presidents, plus the Directors elected at-large, for a total not to exceed nineteen (19) members which is inclusive of the three (3) immediate past presidents. Nomination consideration shall be given toward representing various member segments of the affordable housing industry, with broad geographic and industry representation.

The Board of Directors shall represent the many diverse views that influence the State's production and sustainability of affordable housing in Texas. The Board should be geographically diverse and represent the interests of both urban and rural Texas. Membership shall include a wide array of

experienced housing professionals including developers, lenders, and investors. It may also include experienced professionals in the fields of accounting, legal, appraisal, architecture, engineering, construction, compliance, regional markets, support services, property management, valuation as well as other appropriate skills. At no time shall there be fewer than eight (8) developers and three (3) representatives from the lender/investment community on the Board. Of the nineteen (19) Board seats, TAAHP has set aside three (3) seats for nonprofit entities of which one (1) may be a governmental entity.

The President may, at his/her discretion, nominate any Ex Officio Directors as deemed necessary or warranted. Such appointments may not exceed one year and must be approved by the Board of Directors.

Section 3. Qualifications

Any Active Voting Member in good-standing and whose field of experience is related to the field of affordable housing, community development and/or related fields shall be eligible for nomination and election to the Board of Directors. The elected Board Members shall be limited to no more than one person from any one company, family, firm, branch office, affiliation of firm, corporation, or any other business entity, related or of the same ownership, serving together or simultaneously.

Section 4. Term of Office

Those candidates receiving the most votes by mail or electronic mail ballot will be elected to office. All of the following Officers shall serve one-year terms of office: President, President-Elect, First Vice President, Second Vice President, Immediate Past President and Secretary and/or Treasurer. The Directors shall serve staggered three (3) year terms of office. If new Directors are added their term shall be initially determined by a lot drawing of three (3), two (2), and one (1) year terms of office. No Director shall serve more than two (2) consecutive three-year terms of office without a minimum two (2) year lapse between terms; however, serving an unexpired term of office before completing two (2) full three (3) year terms does not count against this requirement. Upon taking the office of President-Elect, the board term shall no longer apply.

Section 5. Nomination to the Board of Directors

The Nominating Committee, acting in accordance with these Bylaws, shall present at least one nominee for each seat on the Board of Directors which is vacant or is about to expire. The Nominating Committee shall meet and provide the Board of Directors and the Organization office a list of candidates. Any person so nominated shall have completed a nomination and consent form, prior to election as a Director to the Nominating Committee Chair.

Section 6. Election to the Board of Directors

- A. Nominations.** The Board of Directors shall be elected from a mail or electronic mail ballot with members voting their preference from one or more candidates.
- B. Nomination by Petition.** Directors can be nominated by the Nominating Committee or by petition signed by twenty-five percent (25%) of the voting membership. Said petition must comply with all provisions of these Bylaws and arrive in the Organization offices no less than fourteen (14) days prior to mailing of annual election ballots.
- C. Presentation of Nominees to the Board.** The Nominating Committee's list of Director candidates shall be presented to the Board of Directors sixty (60) days in advance of the annual meeting for ratification.

- D. **Ballot.** The mail or electronic mail ballot shall allow each Active Member one vote to be cast for each open Board of Director position.
- E. **Length of Voting.** Voting shall remain open no less than fourteen (14) days. All ballots must be returned to the Organization office no later than July 14th prior to the annual meeting.
- F. **Counting and Verification of Ballots.** Ballots will be counted and verified by the Tellers Committee and confirmed by an independent third party, if needed. Nominees receiving the most votes in the designated positions, pursuant to Article VI, Section 2, will be declared elected to the available position for the time remaining in the position
- G. **Reporting Results.** The Tellers Committee will report the results to the Chairman of the Nominating Committee for the announcement and publication at the Annual Meeting.
- H. **Nomination Restrictions.** No member of the Nominating Committee or Tellers Committee is eligible to be nominated for any position.
- I. **Effective Date of Office.** The office of the new board members shall take effect upon the adjournment of the Annual Meeting.

Section 7. Quorum of the Board of Directors

At any meeting of the Board of Directors, a quorum shall mean not less than a simple majority of the current Board of Directors. Business transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

Section 8. Meetings of the Board of Directors

A regular meeting of the Board of Directors may be held each calendar quarter of the administrative year at such time and place as the Board of Directors may prescribe. Special meetings may be called by the Board President, or at the request of three Directors to the President, by notice mailed, faxed, delivered, telephoned, or mailed electronically to each member of the Board of Directors. Meetings shall be held in person but may also be held virtually using video or telephonic conferencing as determined by the President and Executive Director.

Notice of all regular Board meetings shall be given to the Directors not less than thirty (30) days before the meeting is held. If the meeting is virtual using video or telephonic conferencing, the information to access the meeting shall be included in the meeting notice.

Section 9. Voting

Voting rights of a Director shall not be delegated to another, nor exercised by proxy.

Section 10. Voting by Mail or Electronic Mail

Action taken by a mail ballot or electronic mail of the members of the Board of Directors, in which at least a majority of Directors indicate themselves in agreement, shall constitute a valid action of the Board of Directors if reported at the next regular meeting of the Board of Directors.

Section 11. Voting by Video or Conference Telephone

Action taken by video or conference telephone call of the members of the Board of Directors, in which at least a majority of such Directors indicate themselves in agreement, shall constitute a valid action of the Board of Directors if official minutes are taken and said actions are reported at the next regularly scheduled meeting of the Board of Directors.

Section 12. Absence

Any elected Officer or Director who has been absent from two (2) consecutive Regular Meetings of the Board of Directors during a single administrative year shall automatically vacate the seat held on the Board of Directors and the vacancy shall be filled as provided in these in these Bylaws. However, the Board of Directors shall consider each absences of an elected Officer or Director as a separate circumstance and may expressly waive or excuse the absence if significant mitigating circumstances exist and/or the Executive Director or President had been previously notified of the absence and reason. Waiver of the absence shall require an affirmative vote of a majority of the Board of Directors.

Section 13. Vacancies or Removal

Any vacancy on the Board of Directors which occurs on or before May 1st shall be filled by appointment by the President, and a confirming vote of the majority of the Board of Directors. If the vacancy occurs after May 1st, it shall be filled by election by the membership. A Director so elected to fill a vacancy shall serve the unexpired term of his/her predecessor. The Board of Directors may, in its discretion, by affirmative vote of two-thirds (2/3) of its members, remove any Director for cause, consistent with Article XIII – Code of Ethics.

Section 14. Compensation

Directors and elected Officers shall not receive any compensation for their services but may with prior written approval of the Board of Directors or within a specific approved budget, be reimbursed for expenses incurred on behalf of the Organization and supported by an original invoice.

Section 15. Indemnification

Every Director, administrative contractor, or employee/staff of the Organization, and such others as specified by the Executive Committee, shall be indemnified by the Organization against all expenses and liabilities including counsel fees reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Officer, or employee of the Organization at the time such expenses are incurred, except in cases wherein the Director, Officer, or employee is adjudged guilty of willful misfeasance or malfeasance in performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other right to which the indemnified may be entitled.

Article VII. Officers

Section 1. Elected Officers

The Officers of this Organization shall be the President, the Immediate Past President, the President-Elect, the First Vice President, the Second Vice President, and a Secretary and/or Treasurer. All other Officers, except the three (3) immediate Past Presidents, are to be elected by the Board of Directors from among their members. Board members shall serve at least one year on the board prior to becoming eligible to serve as an Officer of the Organization. Board Presidents automatically serve as immediate Past President for three (3) years after serving as President. These Officers shall serve until their successors have been duly elected and assume office. The President-Elect shall automatically succeed to the Presidency. The First Vice President is eligible, but not required, to succeed to the position of President-Elect.

Section 2. Qualifications

Any Active Voting Member in good standing shall be eligible for nomination and election as an Officer of the Organization, provided the person presently serves as a member of the Board of Directors. The elected Officers shall be limited to no more than one person from any one company, family, firm, branch office, affiliation of firm, corporation, or any other business entity, related or of the same ownership, serving together or simultaneously.

Section 3. Nomination and Election of Officers

The President-elect shall provide a slate of candidates for office no later than July 15th. All candidates shall have given their prior consent to serve as an officer before the presentation to the Board of Directors. The Board of Directors shall also accept any nominations from the floor at the time of the election of officers.

The Board of Directors shall meet following the announcement of new Directors but no later than the adjournment of the Texas Housing Conference. The Officers shall be elected from among the Board of Directors by a voice vote or raised hands among current Directors and seated after the announcement of any new Directors. Election results shall be reported and published electronically to the membership upon adjournment of the Texas Housing Conference but no later than July 31st.

Section 4. Term of Office

Each Officer shall take office during the meeting at which they are elected and shall serve the defined term of office. Each elected officer shall serve concurrently as a member of the Board of Directors and within the term limits of their Director position, plus as a member of the Executive Committee.

The term limits are not applicable for the President-Elect, President and Immediate Past President. Upon election to the office of President-Elect the member's board term ends upon completion of his/her term as Immediate Past President.

Section 5. Vacancies/Removal

Vacancies in an elective office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting. The Board of Directors in its discretion, by two-thirds (2/3) vote of all its members, may remove any Officer from office for cause. Cause shall be defined by the Board of Directors.

Article VIII. DUTIES OF THE OFFICERS

Section 1. President

The President shall preside at meetings of the Board of Directors and shall work with the Executive Director to develop the agenda for Board of Directors' meetings. The President shall nominate committee chairmen and committee members for presentation to the Board of Directors and serve as an ex officio member of all Committees.

The President shall work with the Executive Director, the Treasurer and the Board of Directors, to ensure the long term financial strength of the Organization. The President shall represent the Organization and underscore its reputation for integrity; and shall support, supervise and formally evaluate the Executive Director and review with the Executive Director issues that may be raised by the Board of Directors from time to time.

The President shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness, and other obligations in the name of the Organization, subject to the approval of, or limitations imposed by, the Board of Directors. The President shall have such other powers and duties as may be designated in these Bylaws and as may be assigned by the Board of Directors.

Section 2. President-Elect

The President-Elect shall succeed to the Presidency. In the event of the death or resignation of the President, the President-Elect shall immediately succeed to the Office of the President. The President-Elect shall familiarize him or herself with the duties of the President, shall serve as Chair of the Governmental Affairs Committee, and perform other duties as assigned by the President. The President-Elect shall provide the calendar of meetings to the Board no later than the adjournment of the Annual Meeting for which he or she takes office. The President-Elect shall initiate such other plans necessary for his/her year as President of the organization

Section 3. Vice Presidents

There shall be two vice presidents of the Organization as follows:

A. First Vice President

The First Vice President shall follow the President-Elect in performance of duty in the absence of the President, plus serve as Co-Chair of the Membership Development Committee and perform other duties as assigned by the President. The First Vice President is eligible to succeed to the position of President-Elect.

B. Second Vice President

The Second Vice President shall follow the First Vice President in performance of duty in the absence of the President, plus serve as Co-Chair of the Membership Development Committee and perform other duties as assigned by the President. There is no automatic succession of higher office for the Second Vice-President.

Section 4. Secretary and/or Treasurer

The Board of Directors may elect separate individuals to assume the duties of each or elect one person to assume the duties as a joint officer.

A. Secretary of the Organization

The Secretary of the Organization shall be in charge of the Organization's records. The Secretary, with staff assistance, shall be responsible for the proper and legal mailing of notices to members. The Secretary shall see to the proper recording of proceedings of meetings of the Organization and the Board or Directors and reports of all committees; and carry into execution all orders, votes, and resolutions, not otherwise committed.

B. Treasurer of the Organization

The Treasurer of the Organization shall be in charge of the Organization's funds. The Treasurer, with staff assistance, shall collect all member dues and/or assessments; shall establish proper accounting procedures for handling of the Organization's funds in such banks, trust companies and/or investments as are approved by the Board of Directors. The Treasurer shall report on the financial condition of the Organization at all meetings of the Board of Directors and other times when called upon by the President.

At the end of the fiscal year the Treasurer, with staff assistance, shall prepare an annual report shall be reviewed by the Executive Committee. The Treasurer shall work with the Executive Director to retain a Certified Public Accountant to produce an audited financial statement. The

results of the audit shall be presented to the Board of Directors and available to the membership.

Such duties of the Secretary and/or Treasurer, as may be specified by the Board of Directors, may be delegated or assigned to the Executive Director or designated member of his/her staff.

Section 5. Immediate Past President

The Immediate Past President shall serve as a voting member of the Board of Directors for three (3) years immediately following his/her term of office as President. The duties of the immediate Past Presidents will be those assigned by the President or as specifically set out by these Bylaws. At all times the three immediate past presidents will serve on the Board of Directors.

Article IX. EXECUTIVE COMMITTEE

Section 1. Authority and Responsibility

The Executive Committee may act in place and stead of the Board of Directors between Board of Directors meetings on all matters specifically designated by the Board of Directors, and these Bylaws. The Committee shall oversee the financial affairs of the Organization. Actions of the Executive Committee shall be reported to the full Board of Directors by mail or electronic mail and ratification of such action should be sought at the next regular meeting of the Board of Directors.

Section 2. Composition and Election

The Executive Committee shall consist of the President, President-Elect, Vice President(s), Secretary and/or Treasurer, and Immediate Past President.

Section 3. Quorum – Call of Meetings

A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of Organization may require, or a meeting shall be called by the President on request of three (3) members of the Executive Committee.

Section 4. Vacancies

Any vacancy occurring on the Executive Committee shall be filled in a manner prescribed in these Bylaws in Article VI, Sections 12 & 13, and Article VII, Section 5.

Article X. COMMITTEES AND WORKING GROUPS

Section 1. Standing Committees

A. Nominating Committee

The Nominating Committee oversees the nominations of the Board of Directors. The committee shall consist of the President, President-Elect and the most recent Immediate Past President. The President will appoint two additional Committee members to serve on the committee for nominations to the Board of Directors, at least one of whom shall be a Past President of the organization. The committee shall be chaired by the most recent Immediate Past President. None of the committee members shall be a nominee for the Board of Directors.

B. Finance Committee

The Finance Committee shall assist the Executive Director in creating the annual budget of the Organization and shall prepare recommendations for the full Board of Directors. The Committee shall consist of the President, President-Elect, at least one Vice President, and Treasurer. The

Treasurer shall serve as Chair of the Finance Committee. The Committee may perform such other duties in connection with finances such as investment policies, as the Board may determine.

C. Membership Development Committee

The Membership Committee shall consider and recommend strategies, promotions and required budgets needed to enhance membership growth in TAAHP. A Vice President shall serve as Chair of the Membership Development Committee. The Membership Development Committee shall be appointed by the Committee Chair and shall include at least one Past President. The Committee shall consider strategies, promotions and required budgets needed to enhance membership growth in TAAHP.

D. Governmental Affairs Committee

The Governmental Affairs Committee shall develop and recommend sound public policy modifications and changes that advance the members' welfare and business conditions, as well as result in quality affordable housing. This can include, but not be limited to, federal, state and local laws, regulations, and policy directives. The President-Elect shall serve as Chair of the Governmental Affairs Committee, unless professional restrictions affect the person's ability to interact with the State Legislature. In such case, the President shall appoint a current Vice President to serve in this role. The Governmental Affairs Committee shall be comprised of the President, President-Elect, both Vice Presidents, Immediate Past President, one Past President and such other members as the Chair chooses to appoint, not to exceed fifteen (15) members.

E. Personnel Committee

The Personnel Committee is charged with determining the compensation and other financial arrangements of the Executive Director, subject to approval by the Board of Directors. The President shall appoint the Personnel Committee as a subcommittee of the Executive Committee to provide structure to processes relating to employee reviews and compensation. The Committee is to be comprised of the Treasurer as Chair, the Immediate Past President, and one other Board member.

F. Qualified Allocation Plan ("QAP") Committee

The QAP Committee shall review the annual QAP and Multifamily Rules to develop and adopt consensus recommendations for TAAHP. The QAP Committee shall annually hold no fewer than one (1) meeting of the full membership in order to allow input and participation of the members. The Chair of the QAP Committee shall serve no more than two (2) years.

G. Scholarship Committee

The Scholarship Committee is responsible for developing scholarship guidelines, application procedures, and reviewing scholarship candidates and recommending awards which will be announced annually, but no later than at the annual Texas Housing Conference. The President shall appoint a member of the Board to Chair the Scholarship Committee and the Chair will appoint at least five members of the Committee, at least one of which shall be a Past President and one of whom is a Member in good standing, but not a current Board Member.

H. Education Committee

The Education Committee is responsible for planning and scheduling educational programs, other than the annual Texas Housing Conference. The President shall appoint a member of the Board to Chair the Education Committee and the Chair will appoint at least five committee members, at least one of whom shall be a Past President, and one of whom is a Member in good standing, but not a current Board Member.

I. Conference Committee

The Conference Committee is responsible for working with TAAHP staff to plan, develop, and produce the annual Texas Housing Conference. The President shall appoint a member of the Board to Chair the Conference Committee and the Chair will appoint at least five committee members, at least one of whom shall be a Past President, and one of whom is a Member in good standing, but not a current Board Member.

J. Tellers Committee

The Tellers Committee is responsible for verifying and tabulating the votes for the election of the Board of Directors and reporting these results to the Chairman of the Nominating Committee pursuant to Article VI, Section 4. The President shall appoint three (3) members of which two shall be Past Presidents. No member of the Tellers Committee shall be active members of the Board of Directors.

K. Bylaws, Policy and Governance Committee

This committee shall recommend changes to the bylaws and assist with creating the standing rules for TAAHP. The Bylaws, Policy and Governance committee shall be responsible for preparing and distributing the TAAHP bylaws and accepting recommendations from the board regarding the governance of the Organization. The Bylaws, Policy and Governance Committee shall review the bylaws no less than on an annual basis and assure compliance by TAAHP with the provisions set forth in the bylaws and the governance of the Organization. The Bylaws, Policy and Governance Committee shall draft and review any policies for TAAHP and review policies to assure compliance by the Organization.

L. Compliance and Post Award Committee

This committee is responsible for reviewing compliance rules and other rules and guidance impacting post award requirements. The Compliance and Post Award Committee shall also adopt recommendations from the TAAHP membership as well as make recommendations to the Governmental Affairs Committee regarding any legislation impacting compliance and post award requirements. The committee shall annually hold no fewer than one (1) meeting of the full membership in order to allow input and participation of the members. The committee shall consist of up to seven (7) active members of the Organization.

M. Jean MacDonald Lifetime Achievement Award Committee

The Jean MacDonald Lifetime Achievement Award Committee is responsible for selecting the honoree for the Jean MacDonald Lifetime Achievement Award. The award, named in honor of Jean MacDonald, a pioneer in the housing industry, recognizes a woman in the affordable housing industry in Texas who exhibits trailblazing courage and has demonstrated exceptional leadership qualities. The Committee is chaired by the most recent Award recipient and includes all former recipients of the Award and a member of the MacDonald family.

Section 2. Special Committees

The President shall create any special committees as determined necessary for the purpose of forwarding the agenda of the Organization. The duties and powers of the committee shall be defined upon its creation. Participation on a special committee is limited to voting and non-voting members of the Organization.

Section 3. Work Groups or Task Forces

The President shall create any work group or task force as determined necessary for the purposes of forwarding the agenda of the Organization. Any Board Member may also request the creation of a

work group or task force as deemed necessary to address the needs of the Organization or relevant issues within the affordable housing industry. The duties and powers of the committee shall be defined upon its creation. Participation with a work group or task force may be extended beyond the membership of the Organization if the person is deemed to have knowledge or skills beneficial to the Organization and the issue being addressed.

Section 4. Creation and Dissolution of Committees

The President of the Organization shall monitor actions of the committees, work groups and task forces plus the organizational charts of the Organization and shall recommend to the Board of Directors on a regular basis the continuation, creation, dissolution and consolidation of these bodies or instruments. Appointment of committees, work groups and task forces shall terminate at the adjournment of the Annual Meeting after its creation or until they are officially replaced, dissolved, or consolidated at the discretion of the President and Board of Directors.

Article XI. EXECUTIVE DIRECTOR

Section 1. Appointment

The Board of Directors shall employ a management company or a salaried chief executive who may carry the title of “Executive Director” and whose terms and conditions of Employment shall be specified or approved by the Board of Directors.

Section 2. Authority and Responsibility

The Executive Director, in consultation with the President and subject to the control of the Board of Directors, shall have responsibility for the execution of the Organization’s strategic plans, policies and objectives. Subject to oversight by the Board of Directors, the Executive Director shall have general executive charge, management and control of the properties, business and operations of the Organization, with all such powers as may be reasonably incident to such responsibilities; shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness and other obligations in the name of the Organization, subject to the prior approval of, or limitations imposed by, the Board of Directors; and shall have such other powers and duties as may be designated in these Bylaws and as may be assigned to such position from time to time by the Board of Directors. The Executive Director shall serve as an ex-officio member of all board committees except the Personnel Committee.

Section 3. Staff

The Executive Director shall be responsible for making decisions and recommendations regarding staff and personnel to administer and manage the day-to-day operations of the organization and its annual Texas Housing Conference. The Executive Director shall be responsible for oversight, management and direction of said staff. Any recommendations regarding salary, raises and bonuses shall be presented to the Personnel Committee for approval and authorization by the Board of Directors.

Article XII. FINANCES AND INSURANCE

Section 1. Fiscal Period

The fiscal period of the Organization shall be the calendar year beginning on January 1 and ending on December 31.

Section 2. Bonding

Trust or surety bonds may be required for the President, Secretary-Treasurer, Executive Director and such other Officers or employees of the Organization, as the Board of Directors shall direct. The amount of such bonds shall be determined by the Board of Directors and paid by the Organization.

Section 3. Budget

With recommendations from the Budget Committee, in the third quarter of the operating year, and following review of the committee's recommendations, the Board of Directors shall adopt an annual operating budget covering all anticipated activities of the Organization for the upcoming year.

Section 4. Review or Audit

The accounts of the Organization shall be carefully reviewed or audited annually by the Budget Committee under guidance and direction of a Certified Public Accountant. As conditions merit, a CPA audit can be authorized for Organization accounts, upon a simple majority vote by the Budget Committee or Board of Directors. This audit shall be paid out of Organization funds, and opinion copies shall be provided to the Board of Directors within sixty (60) days following completion of the audit. (See *Article VIII, Section 4*)

Section 5. Insurance

When practical within the budget, the Organization shall secure and maintain Not-For-Profit Officers and Director's Liability Insurance that includes staff and prior acts coverage. Meeting and Convention Interruption including Liability and Hotel Contract coverage insurance may be formally funded within TAAHP's approved budget.

Article XIII. CODE OF ETHICS

To establish and maintain confidence in the honesty, integrity, professionalism, and ability of the Organization and its members, the interests of the Organization can best be served through the observance of a code of ethical standards and practices. The Organization's Officers, Board of Directors, Members, Executive Director, and Staff shall subscribe to a code of ethics such as, but not limited to:

- Conduct business in a professional manner with knowledge in the areas of affordable housing, in which they are functioning, and act in compliance with all government rules, regulations, and sound industry practices.
- Exercise the utmost business integrity to the interests of the affordable housing industry.

Article XIV. DISSOLUTION

The Organization will use its funds only to accomplish the objectives and purposes specified in the Articles of Incorporation and these Bylaw, and no part of said funds shall inure, or be distributed, to the members of the Organization. On dissolution of the Organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, philanthropic organizations dedicated to the affordable housing industry, to be selected by the Board of Directors.

Article XV. AMENDMENTS

Section 1. Proposing

Amendments to, or repeal of these Bylaws may be proposed by the Board of Directors on its own initiative or upon petition by twenty-five percent (25%) of the voting membership. The Board of Directors shall present all such proposals to the voting members during the Annual Meeting or via electronic transmittal.

Section 2. Approval

Amendments to, or repeal of these Bylaws shall be approved by a two-thirds (2/3) affirmative vote of the membership. Written notice of proposed Bylaw changes must be sent to the full membership fifteen (15) days before the Annual Meeting. The Bylaws shall be approved by the membership during the Annual Meeting.

Section 3. Effective Date

These Bylaws, if approved by the membership, shall take effect upon the adjournment of the Annual Meeting.

Amended and approved on _____ July 19 _____, 2021.