

**AMENDED AND RESTATED BYLAWS OF AFFORDABLE HOUSING
MANAGEMENT ASSOCIATION OF WASHINGTON
(AHMA of Washington)
A Washington Not-For-Profit Corporation**

**ARTICLE I
NAME, SEAL AND PRINCIPAL OFFICE**

Section 1.1 Name. The name of this Corporation is and shall be the AFFORDABLE HOUSING MANAGEMENT ASSOCIATION OF WASHINGTON (AHMA of Washington), (herein referred to as “Corporation”).

Section 1.2 Seal. The Corporation will not have a seal.

Section 1.3 Principal Office. The Corporation shall maintain its principal office at the office of its Executive Director as that address may change from time to time, in the State of Washington.

**ARTICLE II
NATURE AND PURPOSE**

Section 2.1 Nature. The Corporation is not organized for pecuniary gain or profit, incidental or otherwise, and no part of the income of the Corporation may inure to the benefit of any individual except that reasonable compensation may be paid for services rendered.

Section 2.2 Purpose. The purpose of the Corporation shall be to provide a medium for the exchange of information among the management agents of government assisted housing, to enable such agents to solve common management problems, to facilitate communications between the management agents and the government agencies with which they deal, to keep its members informed of legislative and administrative changes affecting government assisted housing programs administered by Federal and State governmental agencies, to represent the interests of its members before appropriate Federal and State legislative and administrative bodies in the formulation of policy for government assisted housing, and to promote professionalism within the government assisted housing industry, all of the foregoing being in furtherance of the implementation of national, state and local housing programs designed to provide decent housing and better communities for all people.

**ARTICLE III
MEMBERSHIP**

Section 3.1 Members.

- (A) Any firm or individual directly involved in the production, management, ownership or syndication of government assisted housing shall be eligible as a member of the Corporation. This category includes any builders, developers, property managers, syndicators, accountants, architects, attorneys, government entities and associated professionals involved in such housing and dedicated to the purposes of this Corporation.

- (B) Where membership is in other than an individual member's name, the member firm, corporation or partnership shall indicate in writing an individual nominee who shall vote and otherwise represent the member in all aspects with regard to the Corporation. Such nominee may be changed at the discretion of the member upon written notice to the Corporation but in the event such nominee has been elected to the Board of Directors, such change shall cause the removal of the member's nominee from the Board of Directors and a vacancy to occur. Any such vacancy shall be filled in accordance with Article V, Section 5.3. The member's newly designated nominee shall not become a member of the Board of Directors unless selected and approved in accordance with Article V, Section 5.3.

Section 3.2 Regulatory Members Any member of this Corporation possessing regulatory authority over any aspect of affordable housing or exercising regulatory authority on behalf of a regulatory entity, shall be classified as a Regulatory member. Regulatory members shall be entitled to all benefits of members except the right to vote under Article VII, ~~or serve as a voting member of the Board of Directors under Article V.~~

~~The Board of Directors shall appoint two (2) Regulatory members as non voting, ex officio members of the Board to serve in an advisory capacity. The terms of the Regulatory members shall be two (2) years.~~

Section 3.3 Associate Members. Associate members may be admitted to the Corporation and at the invitation of the Board, they shall have the right to attend meetings. Associate Members shall not have the right to vote, hold office, or be regular recipients of mailings, nor shall they receive any other benefits of membership, except notice of membership meetings and the right to attend. Those eligible for associate membership include all persons or corporations other than those eligible for regular membership and qualifying under AHMA of Washington Bylaws. All questions as to eligibility as an associate member shall be determined by the Board of Directors.

Section 3.4 Membership/Admission Rules. The Board may establish additional rules, regulations and requirements for admission to membership if any, and such additional requirements shall become effective when approved at any regular meeting or any special meeting called for that purpose of the members of the Corporation. All applicants for admission for membership shall have the responsibility of furnishing sufficient evidence of eligibility to qualify them for admission.

Section 3.5 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 the Department of Housing and Urban Development of departmental clearance to manage HUD-assisted housing and/or disbarment from management by any other government 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 termination 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 an opportunity to be heard by the Board or 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.

ARTICLE IV **MEMBERSHIP FEES**

Section 4.1 Membership Fees. Membership fees shall be set annually by the Board in accordance with AHMA of Washington guidelines, to be paid in a single installment each year. In addition to the annual membership fees, the Board of Directors is authorized to assess members up to \$100.00 per membership annually for extraordinary expenses or corporate obligations.

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

Section 4.2 Associate Membership Fees. Associate membership fees shall be set annually by the Board in accordance with AHMA of Washington guidelines, to be paid in a single installment each year. Associate members shall not be subject to any additional assessments by the Board of Directors.

Section 4.3 Termination of Interest. Dues paid to the Corporation become the property of the Corporation and the interest of any member therein 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. In such instances, a full and prompt refund shall be made upon written request of the member received prior to the scheduled date of the activity.

ARTICLE V **BOARD OF DIRECTORS**

Section 5.1 Composition. The business property and affairs of this Corporation shall be managed by a Board of Directors (hereinafter sometimes referred to as the "Board"). The Board will be composed of up to ~~fifteen (15)~~ seventeen (17) voting members, who shall be active members or employees of active members of the corporation. The Board should not fall below nine (9) members. Beginning with the 2007 election, the terms of office shall be staggered so that approximately one-half of the directors shall have a one year term of office remaining, and approximately one-half of the directors shall have a two year term of office remaining. Thereafter, each director shall hold office for a term of two years, with elections for only the expiring terms held annually. The Board will include one non-voting director who shall represent the interests of Associate members, ~~two non-voting members representing the interests of Regulatory members,~~ and a non-voting, appointed Treasurer. The Board will be elected from members in good standing or their employees by a majority vote of the active members of the Corporation at its annual meeting. It is the desire of the Corporation that the Board of Directors shall represent a cross-

section of the membership, their various areas of expertise, as well as geographical diversity. No member shall be represented on the board by more than one designee at any time. ~~It shall be mandatory that at least one member of the Board shall be an Owner or Owner's designee, and at least one shall be a Property Manager.~~ Directors may succeed themselves in office.

Section 5.2 Advisory Board of Directors. Following service as a member of the Board of Directors or Executive Director, such Director or Executive Director may be appointed to serve on an Advisory Board of Directors. The Advisory Board of Directors will meet at least once per year to make recommendations to the Board of Directors on industry strategies, industry initiatives, revisions to the mission statement or policies which preserve and protect the interests of all voting members. Such appointment may be made by a majority vote of a Board of Directors at a Regular Meeting or majority vote of members at an Annual Meeting. Dignitaries or influential industry leaders may also be appointed to the Advisory Board of Directors in a manner consistent with this Section. An appointment on the Advisory Board of Directors shall be a lifetime appointment until removed by the Board of Directors, or until a resignation is received from a duly appointed Advisory Board member.

Section 5.3 Selection of Officers. The Board shall select a President, Vice-President, and Secretary at the regularly scheduled Board Meeting immediately following the Annual Meeting. The President will preside over all meetings of the Board. In the absence of President, the Vice-President, or Secretary (in that order) will preside. All corporate officers shall be members of the Board. The Board shall have power to appoint all other officers, agents and committees as the Board may deem necessary for the transaction of the business of the Corporation. Any Board member, officer or agent may be removed by a vote of the majority of the members of the Board whenever, in the judgment of the Board, the best interests of the Corporation will be served thereby.

Section 5.4 Appointment of Treasurer. The Board shall appoint a Treasurer from the membership of the Corporation at such time as it selects Corporate officers. The Treasurer shall serve as a non-voting, ex-officio member of the board.

Section 5.5 Power to Amend Bylaws. The Board shall have the power to make or alter any Bylaws, pursuant to Article XII, Section 12.2.

Section 5.6 Establishment of Other Committees. The President of the Corporation, with the concurrence of a majority of the Board of Directors, shall establish and appoint members to such other committees as may from time to time be required to accomplish the purpose(s) of the Corporation. All committees so established shall report to the Board, and their actions shall be subject to approval by the Board. The Corporation's position on legislative, regulatory or industry issues and matters shall be determined by Committee action following procedures and policies established by the Board of Directors at a Regular meeting of the board.

Section 5.7 Vacancy. Vacancies in the Board of Directors shall be filled by appointment from members in good standing made by the remaining directors. Each person so appointed to fill a vacancy shall remain a director for the unexpired portion of the term of his predecessor and in any event until his successor is elected and qualified.

Section 5.8 Absence. Any member of the Board of Directors unable to attend a meeting shall notify the President, Secretary, or Executive Director of the reason for his absence. If a Director is absent from three (3) consecutive meetings for reasons that the President has declared insufficient, his resignation shall be deemed to have been tendered and accepted.

Section 5.9 Resignation or Removal. Any Director may resign at any time by giving written notice to the President, the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the President or Board.

ARTICLE VI **OFFICERS**

Section 6.1 President. The President shall be selected by, and from, the membership of the Board of Directors. The President shall be the chief executive officer of the Corporation and shall preside over all meetings of the Board and of the members. The President shall have general and active membership in the business of the Corporation and shall see that all other orders and resolutions of the Board are carried into effect.

Section 6.2 Vice President. The Vice President shall be chosen by, and from the membership of the Board. The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President.

Section 6.3 Secretary. The Secretary shall be chosen by, and from, the membership of the Board and shall attempt to attend all meetings of the membership and the Board of Directors, and shall preserve in the books of the Corporation true minutes of the proceedings of all such meetings in conjunction with the Executive Director. The Secretary shall give notice required by statute, bylaw, or resolution and shall perform such other duties as may be delegated by the Board of Directors.

Section 6.4 Treasurer. The Treasurer shall have custody of all the Corporation's funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements. The Treasurer shall be empowered, together with such other officers as the Board may choose to designate, to sign the checks of the Corporation.

Section 6.5 Term of Officers. Unless otherwise sooner removed by the Board of Directors, the officers of the Corporation shall serve for a term of two (2) years, and in any event until their successors are elected and shall qualify. In the event of any vacancy in any office of the Corporation, including a vacancy of the office of President, the vacancy shall be filled by the Board of Directors. It is the intent that Officers, other than the Treasurer, may serve no more than **four (4)** consecutive years in the same position unless a majority of Directors deems a longer term is necessary for the good of the Corporation.

Section 6.6. Executive Director. The Board may establish the position of Executive Director and such other staff positions, as it deems reasonable. The Executive Director shall perform such duties as the Board shall deem appropriate for the Corporation and shall supervise additional staff.

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ARTICLE VII VOTING

Section 7.1. The Members. Only active members of this Corporation, as defined in Article III, Section 3.1 and not excluded by Section 3.2, who have paid in full their annual dues, as defined in Article IV, Section 4.1, shall be entitled to one vote. Provided there is a quorum, a majority of those present in person, shall carry the vote. No proxies shall be accepted or allowed for either establishing a quorum or for voting on any matter. Voting privileges are vested in the member company and exercised on behalf of the member company by its duly authorized representative. A company may designate more than one 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 Secretary of the Association at least annually, upon initiation and/or renewal of its membership. Voting at times other than at the Annual Meeting, may be by mail ballot, provided, however, that any Regular Member may request, or the Board of Directors may stipulate, a vote by secret ballot.

Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the active membership, the Directors may, unless otherwise required by the Bylaws, submit such a matter to the membership in writing by mail or email for vote and decision. The question thus presented shall be determined according to a majority of the votes received by mail or email within twenty (20) days after such submission to the membership, provided that in each case the number of votes received conforms with Article VIII, Section 8.1 of these Bylaws for a proper quorum. Any and all action taken in pursuance of a majority mail or email vote in each such case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

Section 7.2 Board of Directors. Each director shall have one vote. Provided there is a quorum, a majority of those present shall carry the vote, but in any event, there must be at least three (3) affirmative votes to approve action.

Section 7.3 Proxies. There shall be no proxies authorized for voting by either the members or the Board of Directors.

ARTICLE VIII QUORUM

Section 8.1 Quorum of Members. A quorum of the members will consist of not less than twenty-five (25%) percent of the active members. Associate members will not be considered in determining quorums.

Section 8.2 Quorum of Directors. A quorum of the Board of Directors shall consist of not less than fifty (50%) percent of the numbers of directors then serving.

ARTICLE IX **MEETINGS**

Section 9.1 Place of Meeting. Any or all meetings of the meetings of the members and the Board of Directors of this Corporation may be held within or without the State of Washington at a place established by resolution adopted by the Board of Directors.

Section 9.2 Annual Meeting of Members. The annual meeting of the members shall be held in a month and on a day to be selected by the Board.

Section 9.3 Notice of Annual Meeting of Members. At least ten (10) days prior to the date fixed by Section 9.2 of this Article IX for the holding of the annual meeting of the members, a written notice of the time and place of such meeting shall be mailed to each member entitled to vote at such meeting and to all associate members.

Section 9.4 Delayed Annual Meeting. If, for any reason, the annual meeting of the members shall not be held during the month hereinabove designated, such meeting may be called and held as a special meeting, and shall proceed as at an annual meeting, provided, however, that notice of such meeting shall be the same as herein required for the annual meeting.

Section 9.5 Order of Business at the Annual Meeting. The order of business at the annual meeting shall be as follows:

- (A) Reading of the minutes of the last annual meeting;
- (B) Report of the President;
- (C) Report of the Treasurer;
- (D) Election of Directors;
- (E) Transaction of any other business specified in the notice; and
- (F) Adjournment.

In the absence of objection, the President may vary the order of business at his sound discretion.

Section 9.6 Special Meetings of Members. A special meeting of the membership may be called at any time by the President, or by any three members of the Board of Directors. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth a date and object of such proposed special meeting, signed by the President, or by three members of the Board of Directors, the Secretary shall prepare, sign and mail the notices requisite to such meeting. Such notice may be signed or stamped, typewritten or printed signature of the Secretary.

Section 9.7 Notice of Special Meetings of Members. At least ten (10) days prior to the date fixed for holding of any special meeting of members, written notice of the time, place and purposes of such meeting shall be mailed, as hereinafter provided, to each member entitled to vote at such meeting and all associate members. No business which has not been specifically mentioned in the notice shall be transacted at such meeting.

Section 9.8 Organizational Meeting of Board of Directors. At the place of the holding of the annual meeting of members and immediately following the same, the Board of Directors as constituted upon final adjournment of such annual meeting, may convene for the purpose of electing officers and transacting any other business properly brought before it, provided that the organizational meeting in any year may be held at a different time and place than herein provided, by consent of the majority of directors of such new Board.

Section 9.9 Regular Meetings of the Board. Regular meetings of the Board of Directors shall be held not less frequently than semi-annually at such time and place as the Board of Directors shall from time to time determine. No notice of regular meetings of the Board shall be required. Board of Director members should use every effort to be in attendance at all regular meetings of the Board. If unable to attend, Board of Director members may be permitted to attend a Regular Meeting of the Board by telephonic or internet participation as long as all individuals attending can communicate interactively in an effective way.

Decisions by the Board of Directors, other than at Regular Meetings of the Board, are permitted only by unanimous, written consent. Such consent may be delivered in writing or by e-mail to the Executive Director or President.

Section 9.10 Special Meetings of the Board. Special meetings of the Board of Directors may be called by the President at any time, by means of such notice of the time, place and purpose thereof to each director as the President, in his sound discretion, shall deem sufficient.

Section 9.11 Notices in Mailing. All written notices required to be given by any provision of these Bylaws shall state the authority pursuant to which they are issued (e.g., "by order of the President," or "by order of the Board of Directors," as the case may be) and shall bear the written, stamped, typewritten or printed signature of the Secretary.

ARTICLE X **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 10.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances, but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Board of Directors authorizes the execution of a contract or of any other instrument in the name of and on behalf of the Corporation, without specifying the executing officers, the President or Vice President, and Secretary may execute the same.

Section 10.2 Loans. No loan shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan or advance to or overdraft or withdrawal by an officer, director or member of the Corporation shall be made other than in the ordinary and usual course of the business of the Corporation, and in the ordinary

and usual terms of payment and security, unless approved by a majority vote of the members of the Board of Directors, excluding any director involved in such transaction.

Section 10.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 10.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trusts, companies or other depositories as the Board of Directors may select.

ARTICLE XI **MISCELLANEOUS**

Section 11.1 Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

Section 11.2 Power to Accept Donations. The Board of Directors shall have the power and authority to accept donations made to the Corporation for the furtherance of its objectives and purposes provided, however, that the Board of Directors may reject any donation made upon a condition or restriction if in the decision of the Board of Directors the acceptance of the donation as so conditioned or restricted will not be in the best interest of the Corporation.

Section 11.3 Compensation of Officers and Directors. No officer or director of the Corporation shall be entitled to any compensation for or in consideration of the execution of his duties as such director or officer; provided, however, that the actual, reasonable expenses of officers and directors on the business of the Corporation may, with the approval of the Board of Directors, be paid to them.

Section 11.4 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 charitable purposes by vote of the Board of Directors.

Section 11.5 Indemnification of Directors, Officers and Staff. If a person is sued, either alone or with others, because he is or was a director, officer or staff of the Corporation, or of another corporation serving at the request of this Corporation, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the Corporation or by the Corporation, he shall be indemnified for his reasonable expenses, including attorney's fees, incurred in the defense of the proceeding, if both the following conditions exist:

- (A) The person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the court; and

(B) The Court finds that his conduct fairly and equitably merits such indemnity. The amount of such indemnity which may be assessed against the Corporation by the Court in the same or in a separate proceeding, as the Court determines and finds reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the Court may order the fees and expenses paid directly to the attorney or other person, although he is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the Corporation or its received, and upon the plaintiff and other parties to the proceeding. The Court may also order notice to be given to the members of the Corporation in the manner provided in Article IX, for giving notice of members' meetings, in such form as the Court directs.

Section 11.6 Annual Report. No annual report to members shall be required, but the Board of Directors may cause to be sent to the members reports in such form and at such times as may be deemed appropriate by the Board of Directors.

Section 11.7 Books and Records. Correct and adequate books and records of accounts and transactions and minutes of the proceedings of the members and Board of Directors shall be kept by the Corporation. The President of the Corporation shall cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a treasurer's report of the financial operations for the preceding fiscal year, and filed within ninety (90) days thereafter with the Secretary of the Corporation.

Section 11.8 Gender. Reference to the masculine gender is for convenience only and shall be deemed to include the feminine.

ARTICLE XII **AMENDMENT OF BYLAWS**

Section 12.1 Amendment by Members. These Bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of two-thirds (2/3) of the members present and voting at any regular or special meeting of the membership at which there is a quorum. Notice of the proposed amendment, alteration, change, addition or repeal must be contained in the notice of the meeting.

Section 12.2 Amendments by the Board of Directors. The Bylaws may be amended or altered at any meeting of the Board of Directors by affirmative vote of the majority of the number of directors then serving, provided however that no amendment changing the number of Directors of the Corporation may be adopted until approved by the general membership. The members entitled to vote with respect to the election of directors, however, shall have the power to rescind, amend, alter or repeal any Bylaws and to enact Bylaws which, if expressly so provided, may not be amended, altered or repealed by the Board of Directors.

ARTICLE XIII
AFFILIATION

Section 13.1 Membership in Related Organizations. The Board of Directors may accept or initiate membership for the Corporation in any related group or organization with the same or related industry and/or dedicated to one or more of the purposes of the Corporation as defined in Article II of these Bylaws.

Final, as Amended April 21, 2010; April 24, 2012; May 6, 2013; January 12, 2015, April 23, 2019 and [April 23, 2024](#).

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