

**BYLAWS OF  
NORTHWEST ASSOCIATION OF  
COMMUNITY DEVELOPMENT MANAGERS**

**ARTICLE I. OFFICES:**

The principal office of the Northwest Association of Community Development Managers Inc., (hereafter NWACDM) shall be located at:

City of Vancouver – CDBG Office  
1610 C Street, Suite 203 415 W 6<sup>TH</sup> Street  
Vancouver, WA 986603

and may change from time to time as the business of the NWACDM may require.

The NWACDM shall maintain a registered office in the state of Washington, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the NWACDM, and the address of the registered office may be changed from time to time by the Board of Directors

**ARTICLE II. MEMBERS:**

Persons who are not directors (as specified in Article III) may serve as members of the association. The Board of Directors may, at its discretion, appoint such members.

**ARTICLE III. DIRECTORS:**

Section 1. The business affairs of the corporation shall be managed by the Board of Directors (hereafter "Board"). The number of Directors may vary between a minimum of 6 and a maximum of 11. The Board shall endeavor to include at least one staff person of a participating Community Development Block Grant (CDBG) entitlement community from each state represented by the membership. Directors' terms shall be for two (2) years.

Section 2. Election of Officers and Directors. Officers and Directors shall be elected by a majority vote of the members in attendance at the annual meeting.

Section 3. Voting Rights. Each Director shall be entitled to one vote on each matter submitted to a vote of the Directors. A Director may appoint an alternate, in writing, to vote in his/her absence. Such vote(s) shall be duly counted if the quorum requirements of Article V, Section 4 have been met.

Section 4. Removal of a Director. The Directors may, by a two-thirds vote of the Directors in office, terminate the membership of any Director at a meeting called expressly for that purpose.

Section 5. Resignation. Any Director may resign by filing a written resignation notice with the Secretary.

Section 6. Transfer of Directorship. Directorship in this Corporation is not transferable or assignable.

Section 7. Vacancies. Vacancies on the Board of Directors shall be filled by the remaining Directors. The person so appointed shall serve for the unexpired term of the previous Director.

Section 8. Compensation. Directors as such shall not receive any stated salaries for their services.

Section 9. Employees. The corporation may employ such agents or employees as it deems appropriate to accomplish its goals and work program. The chief staff person shall be an ex-officio member without vote of all committees of the NWACDM.

#### ARTICLE IV. OFFICERS:

Section 1. Officers. The officers of the NWACDM shall be a President, a Vice President, Treasurer and a Secretary and such other officers as may be elected in accordance with the provisions of this Article.

Section 2. Election and Term of Office. The President and Vice-President shall be elected at the annual meeting of the Board for a two-year period. The Secretary and Treasurer shall also be elected for a two-year term, however in following year so as to stagger the terms of office. If the election of officers shall not be held at such meeting(s), such election shall be held as soon thereafter as conveniently may be.

Section 3. Removal. The Board may, by a two-thirds vote of the Directors in office, terminate the membership of any Officer at a meeting called expressly for that purpose.

Section 4. Vacancies. Vacancies of the Officer positions shall be filled by the remaining Directors. The person so appointed shall serve for the unexpired term of the previous Officer.

Section 5. President. The President shall be the principal executive officer of the NWACDM and shall in general, supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the Directors. He or she may sign any documents which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these by-laws or by statute to some other officer or agent of the Board; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 6. Vice-President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board.

Section 7. Secretary. The Secretary or designee shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the post-office

addresses of each Director; and such other duties as from time to time may be assigned by the President or by the Board.

Section 8. Treasurer. The Treasurer is responsible for all the financial matters of the corporation. He or she may sign any financial documents which the Board has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these by-laws or by statute to some other officer or agent of the Board.

#### ARTICLE V. BOARD MEETINGS:

Section 1. Annual Meeting. The annual meeting shall be held in ~~October~~ Fall of every year. Any variations on this schedule are dependent on logistical considerations of the host city in communication with the President and Vice-President. The purpose of the annual meeting is for the election of directors and officers and for the transaction of such other business as may come before the membership including professional educational opportunities and peer-to-peer networking.

Section 2. Regular and Special Meetings. Regular meetings of the Board shall be called by the President. Special meetings of the Directors may be called by the President or by not less than one-third of the Directors. The President may designate any place as the location of said meeting.

Section 3. Notice of Meetings. Written, electronic (e-mail) or printed notice stating the place, day and hour of any meeting shall be delivered to each member entitled to vote at such meeting no less than fourteen days before the date of such meeting.

In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his/her address as it appears on the records of the corporation, with postage thereon prepaid. If emailed, the date of the email transmission.

Section 4. Quorum and Manner of Acting. In order to conduct business, a quorum, comprised of at least a simple majority of the total number of Directors, must be present. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 5. Informal Action by Directors. Any action required to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing (printed or electronic email), setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

#### ARTICLE VI. COMMITTEES:

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees each of which shall consist of two or more directors, which committees, to the extent provided by law and by such resolution, shall have and exercise the authority of the Board in the management of the corporation.

#### ARTICLE VII. BOOKS AND RECORDS:

The NWACDM shall keep minutes of the proceedings of its annual meeting as well as of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the Directors entitled to vote. All records of the NWACDM may be inspected by any Director or his agent or attorney for any purpose at any reasonable time.

#### ARTICLE VIII. AMENDMENT OF BYLAWS:

Section 1. All amendments must be submitted in writing to the Secretary not less than one (1) month prior to the annual Meeting or any special meeting of the NWACDM.

Section 2. The Secretary will distribute all Amendments to all members not less than ten (10) days prior to the annual or special meeting.

Section 3. Proposed amendments shall be approved by a two-thirds vote of the members in attendance at the annual meeting.

ARTICLE IX . WAIVER OF NOTICE:

Whenever any notice is required to be given under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver in writing signed by the person or persons entitled to make such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ADOPTED BY THE BOARD OF DIRECTORS ON September   , 2015.

To be approved September 2015