

Association of Housing Management Agents,
Northern California and Nevada
December 2, 2005

RECOMMENDED AMENDMENTS TO THE BY LAWS

RESOLVED: That the Board of Directors of the ASSOCIATION OF HOUSING MANAGEMENT AGENTS, NORTHERN CALIFORNIA AND NEVADA, INC. recommends to the voting members of the ASSOCIATION OF HOUSING MANAGEMENT AGENTS OF NORTHERN CALIFORNIA AND NEVADA, INC. that the By Laws of the corporation be amended as follows:

ARTICLE I:

The name of this corporation is and shall be the ~~Association of Housing Management Agents Northern California/Nevada (herein called "AHMA-NCN")~~ **Affordable Housing Management Association of Northern California, Nevada, and Hawaii (herein called (AMHA-NCNH) .**

ARTICLE IV: Section 2. Classes of Membership. There shall be ~~three~~ **five** classes of membership.

- a. Regular Managing Agent Membership. Any property management firm, ownership entity, public housing authority, or agency participating in the management of affordable housing units.
- b. Associate Membership. ~~Any person or entity with an interest in the affordable housing industry or having an interest in the purposes and objectives of AHMA-NCN~~ **representatives of housing-related firms which provide goods and services to Managing Agents, Affiliates, and Enrolled Property Members of AHMA-NCNH, or a person or entity with an interest in affordable housing. Applications of these non-voting memberships are accepted upon approval of the AHMA-NCNH Board of Directors. One member of the associate member class will be a voting member of the board of directors for a maximum term of one year**
- c. Enrolled Properties. **Are properties owned or managed by a Managing Agent Member of AHMA-NCNH.**

ARTICLE IV: Section 3. Voting Rights. Only ~~Regular Managing Agent~~ **Regular Managing Agent** Members shall be entitled to vote on any matter voted upon by the members.

ARTICLE V: Section 1. Annual Meetings.

The regular meetings of members shall be held annually **in December** at the place, date, and time designated by the Board, who will notify the members as provided in Section 4 of this article.

ARTICLE V: Section 5. Quorum and Adjourned Meetings.

~~Ten (10%)~~ **Twenty** (20) percent of the regular members shall constitute a quorum for the transaction of business at the regular meeting of the members. ~~Ten (10%)~~ **Twenty (20) percent** of the regular members shall constitute a quorum for the transaction of business at a special meeting of the members. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough member to leave less than a quorum, if any action is taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

ARTICLE V: Section 8. Action, and Quorum, and Voting

Action by the Board shall be by a majority of the directors present at a meeting duly held at which a quorum is present, unless a greater number is required by law. A majority of the directors holding office at any point in time shall constitute a quorum. The directors may continue to transact business during a meeting at which a quorum is initially present notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required to constitute a quorum for that meeting. **Voting shall be by voice, provided that any board member may request a vote by secret written ballot. Members shall be permitted to vote or act by proxy; provided the item to be voted on is noticed in writing prior to the meeting and the proxy is specific to that item. Notification by email shall constitute notification in writing.**

ARTICLE VI: Section 2 ~~Number, Tenure and Qualifications~~

The authorized number of directors of ~~AHMA-NCN~~ **AHMA-NCNH** shall be **not less than eleven nor more than fifteen with at least one director from either Nevada or Hawaii and one director from the Associate Member classification**, until changed by amendment to The Articles of Incorporation ~~or~~ and by amendment to this section, adopted by the vote or written assent of the regular members entitled to exercise the majority of the voting power of ~~AHMA-NCN~~ **AHMA-NCNH**. The Immediate Past President shall serve on the Board of Directors in addition to the eleven (11) to fifteen (15) authorized directors.

ARTICLE VI: Section 3 Tenure

The regular term of a director shall be three (3) years, and the expiration of each such term shall coincide with the regular meeting of the members held in ~~November~~ **December** of each year, or until a successor shall have been elected. The Board shall stagger the terms so that not more than one-third of the regular terms shall expire in any given year. A person may serve as a director for not to exceed nine (9) continuous years; provided, however, ~~that a director shall be allowed to complete his or her term without regard to this limitation; provided, further, however,~~ that the Immediate Past President shall serve in that capacity without regard to this limitation. The Board may accept a resignation prior to filling that vacancy with a successor.

Ten percent of the regular members shall constitute a quorum for the transaction of business at a regular or special meeting of the members. A simple majority of the members necessary to constitute a quorum is required to approve these amendments.

ARTICLE VI: Section 3 Qualifications.

To be qualified to serve as a director, a person must have been an individual ~~Regular~~ **Managing Agent** Member for at least six (6) months. Except for the Immediate Past President, and except as provided in Section 11. The members shall elect directors.

~~Ten~~ **Twenty (20)** percent of the regular members shall constitute a quorum for the transaction of business at a regular or special meeting of the members. A simple majority of the members necessary to constitute a quorum is required to approve these amendments.

ARTICLE VIII: Section 2. Nominating Committee

At least sixty (60) days prior to the annual meeting, the President shall appoint a nominating committee of at least three (3) members of the Board, chaired by the Immediate Past President, if available. The committee shall present to the ~~members~~ **board** one or more names for each vacancy on the Board, ~~to be voted on at the annual meeting and one or more names for each officer of the corporation. The board will review the nominating committee report and recommend a slate of directors and officers to the membership to be voted on at the annual meeting~~ ~~The committee shall present to the board one or more names for each officer to be voted on at the Board meeting immediately following the annual meeting.~~ The meetings of the committee shall be closed.

Adopted for recommendation to the Membership: November 7, 2005