



Board Recommended Amendments to the NAHT Bylaws

For Discussion and Vote at NAHT's Annual Membership Meeting on January 23rd, 2026

The NAHT Board voted on November 1st, 2025, to recommend that the Membership amend the NAHT Bylaws at the Annual Membership Meeting on January 23rd, 2026, by:

Amendment #1: *Restoring the Bylaws as amended and restated in 2018, attached, to replace the bylaws adopted in June 2023.* A majority vote of Voting Member Representatives present and voting would be required for this change.

The Board recommends these changes due to major problems with the 2023 bylaws. These include:

- structural errors (Articles V through VIII appear twice and are misplaced)
- contradictory provisions for filling vacancies, that make it unduly difficult for the Membership to fill Board vacancies and take away its power to convene a caucus
- an impractical provision for "individual memberships"
- two year rather than one year terms for Board members and Officers.

The Board also believes the process for voting changes in June 2023 was flawed. One major problem, is that the Bylaws at the time required a **2/3** vote to amend, but the version of the 'old' bylaws that was displayed at the meeting, improperly reduced this to a **majority** vote. It is unclear whether the required 2/3 vote was obtained for the changes adopted at the meeting—especially the vote to extend board terms to two years.

Overall, it is unclear that the changes discussed at this meeting were understood by the members at the time and are accurately reflected in the bylaws subsequently published by NAHT.

Amendment #2: *Reducing Notice Requirement for Membership Meetings*

Language in 2018 bylaws: 120 days notice requirement for membership meetings

Recommended change: 60 days notice

Comment: 120 days is a logistical problem and unnecessary

<Note: if the "old bylaws" are restored, by a majority vote, Amendment #2 would then need a 2/3 vote. No further amendment #3 would be needed, to restore the 2/3 threshold.>

The National Alliance of HUD Tenants By-Laws

**As amended and restated June 3, 2001;
June 16, 2014; and June 18, 2018**

WASHINGTON, D.C.

ARTICLE I. NAME

This organization shall be called the National Alliance of HUD* Tenants (hereinafter NAHT).

*(HUD—The US Department of Housing and Urban Development)

ARTICLE II. PURPOSE

The National Alliance of HUD Tenants (NAHT) is a nationwide democratically-run network of tenant organizations concerned with the preservation and improvement of multifamily, privately-owned, HUD-assisted housing.

NAHT's goals are to maintain affordable housing, develop tenant empowerment, promote tenant ownership and control over management, improve the quality of life in HUD-assisted housing in both urban and rural areas and to make HUD accountable to its constituents, HUD tenants.

NAHT's activities include the education of tenants, outreach to HUD tenant groups, organizing unorganized HUD tenant areas and promoting media coverage of HUD tenant issues.

NAHT will represent, collectively bargain for, and negotiate on behalf of, HUD Multifamily Housing tenants with HUD and other parties. NAHT will advocate that tenants have a direct open line of communication with HUD and effectuate proper responses from HUD for tenants.

NAHT is a multicultural, tenant-controlled organization, open and accessible to all members, ethnic groups, economic levels, ages, all abilities, geographic areas and linguistic groups residing in HUD-assisted housing.

ARTICLE III. MEMBERSHIP

Section I. Membership.

There shall be two categories of membership: voting members and associate members. Non-resident owners and management agents or their employees are not eligible for membership.

Section 2. Voting Membership.

- A. Voting membership is open to resident organizations in current or formerly HUD-assisted and/or insured multifamily housing (including but not limited to buildings eligible for participation in the Title VI Preservation Program,

and Public Housing developments proposed for conversion to private ownership by a Public Housing Agency through Notice to tenants pursuant to HUD's Rental Assistance Demonstration or other programs), including resident owner groups, or organizing committees, and that meet regularly, are democratic, representative of all groups in their development and are independent of non-resident owners or management agents, and are committed to permanently affordable housing for low and moderate income people.

- B. In order to be eligible for membership, an organization must clearly demonstrate that it is in fact resident-led and represents the interest of residents. Through a permanently established membership and credentials committee, compliance with membership standards will be assessed.
- C. Each member organization will have one vote.

Section 3. Associate Membership.

- A. Associate membership is open to non-resident, non-profit organizations which work with HUD residents and which share the goals and objectives of the NAHT.

Such groups must demonstrate that they actively promote tenant interests, that their goals include tenant empowerment and increased tenant control in management/ownership decisions and that the group is committed to permanently affordable housing for low and moderate income people.

Groups or individuals representing non-resident owners or managers are not eligible for associate membership.

- B. Associate members may participate in the affairs of the organization but do not have voting rights.

Section 4. Dues.

- A. The dues for resident organizations shall be initially assessed at \$25 annually for voting membership and shall be effective for one year from date of receipt.
- B. Associate member organizations will be assessed dues on a sliding scale based on a percentage of their annual budget, such dues to be determined by the Board of Directors of the NAHT.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Board of Directors.

A Board of Directors, (hereinafter "the Board"), shall govern the affairs of the NAHT.

Section 2. Election of the Board.

The Board may consist of no more than fifty members elected at large through regional caucuses during the NAHT annual membership meeting, or at duly constituted regional membership meetings as specified in these By-Laws. The newly elected Board shall take office at the first face-to-face meeting to be called by the outgoing Board no later than 90

days following the annual national membership meeting, and shall serve for one year to the first face-to-face Board of Directors meeting convened after the next annual membership meeting.

Section 3. Board of Directors Eligibility.

Only a voting member representative designated by a member organization in good standing under these By-Laws may be elected to or serve on the Board of Directors. A member of the Board of Directors who is removed as the representative to NAHT by action of a member organization in good standing, or a Board of Directors member who is a representative of a voting member organization which is not in good standing with NAHT, shall be ineligible to serve as a Board of Directors member.

Section 4. Regional Representation.

The Board shall geographically represent the ten HUD regions. Each region may elect a minimum of one voting member organization representative from their region to the Board of Directors.

Additional seats on the Board become available as regions increase their membership of tenant organizations. For every ten new tenant organizations that join, a region receives an additional seat on the Board of Directors. Regions may have a maximum of five seats on the Board.

Section 5. Review of Decisions by the Membership.

Policy decisions made by the Board shall be subject to review and amendment by the general membership at its annual meeting. These documents will be available for review through newsletters distributed regionally or displayed at national meetings.

Section 6. Emergency Contact with the Board.

A phone tree shall be implemented to accomplish contact with board members in emergencies.

Section 7. Decision by Majority of the Board.

Decisions of the Board will be dictated by majority rule, provided the designated quorum of the full Board is present at a duly-constituted meeting or polling process of the Board. All Board members will be notified of the Board's decision.

Section 8. Powers of the Board.

The responsibilities and powers of the Board of Directors are as follows:

- A. The adoption of the annual budget is subject to approval by the membership and may be adjusted by the Board.
- B. To establish and operate a fundraising committee with designated purpose/s for the term of the Board.
- C. To develop and distribute a newsletter as a means of communication with the general membership.
- D. To define and redefine the major legislative and policy issues that are identified by the general membership.
- E. Personnel policies are the jurisdiction of the Board.
- F. Contractual matters shall be administered by the Board, subject to review by the membership.

Section 9. Officers of the Board.

President. The President shall represent the Board of Directors, and shall preside at all meetings of the members and of the Board of Directors, unless the President or the Board designates another Board member to facilitate or chair a particular meeting. The President shall have all of the general powers and duties which are usually vested in the office of President of a nonprofit Corporation, and as described in Robert's Rules of Order, Revised.

Vice Presidents. The Board of Directors shall elect four Vice Presidents to represent the North, South, East and West regions of the nation. The Board shall determine the allocation of membership by these regional designations so as to approximate the geographical distribution of member organizations in good standing in NAHT.

The Vice Presidents shall take the place of the President and perform the President's duties whenever the President is absent or unable to act. The Board shall designate a regional Vice President to act in the absence of the President on an alternate basis, so that each regional Vice President will so serve during the year. Each Vice President shall have additional responsibilities to assist the regional Board members in recruitment of new member organizations and maintenance of membership standards in the jurisdictions designated by the Board.

Secretary. The Secretary shall oversee and direct the minutes of all meetings of the Board of Directors and of the members. The Secretary shall have all of the general powers and duties which are usually vested in the office of secretary of a nonprofit Corporation, and as described in Robert's Rules of Order, Revised. All minutes are the property of the Board. The Secretary must submit minutes for approval within 14 days of the Board meeting.

Treasurer. The Treasurer shall oversee and direct all receipts and disbursements of the Corporation, the keeping of all books and financial records of the Corporation, and the presentation of a budget to the Board of Directors. The Treasurer shall have all of the general powers and duties which are usually vested in the office of Treasurer of a nonprofit Corporation, and as described in Robert's Rules of Order, Revised.

Executive Committee. The Officers of the Board shall constitute an Executive Committee. The Executive Committee may set agendas and time lines for NAHT Board meetings and implement policies established by the Board. The Executive Committee may also convene for emergency actions subject to subsequent Board approval.

Section 10. Selection and Term of the Board.

The officers of the Board shall be selected from the Board, by the Board for a term of one year. Officers may be removed by the Board with cause by a majority vote of Board members in a duly-called Board of Directors meeting with a quorum.

Section 11. Vacancies.

Vacancies on the Board, (including vacancies resulting from increases in regional membership as specified in Article IV, Section 4) may be filled (for the balance of the term, as applicable) by the membership in good standing from the region in which the vacancy has occurred at a duly-called regional membership meeting with a quorum. The NAHT board shall review the selection process to ensure compliance with these By-Laws.

Section 12. Removal.

Removal of Board members by the regional membership.

At any duly-called regional membership meeting with a quorum of the voting members in good standing from that region, or at a duly-called regional caucus at a duly-called annual or special meeting with a quorum of the national voting membership in good standing, a regional Board representative may be removed with cause by a 2/3 vote of the members present and voting. The member in question shall be notified, in writing, of the proposed causes for removal at least 30 days prior to the meeting convened for that purpose, and shall be provided an opportunity to be heard at that meeting.

Removal of Board members by the Board.

The Board of Directors may remove any Board member by a 2/3 vote of a Board of Directors meeting with a quorum duly-called for that purpose. The Board member in question shall be notified by the Board, in writing by certified mail, of the proposed causes for removal at least 30 days prior to the face-to-face or teleconference Board of Directors meeting convened for that purpose, and shall be provided an opportunity to be heard at that meeting. The regional membership represented by the Board member in question shall be notified by the Board of the proposed causes for removal at least 30 days prior to final Board action.

Definition of Cause.

For purposes of this section, cause may consist of:

- a) Failure to attend two consecutive face-to-face Board of Directors meetings without good cause;
- b) Failure to attend three consecutive teleconference meetings or any three consecutive teleconference and face-to-face meetings of the Board without good cause;
- c) Breach of the Code of Ethics adopted by the Board of Directors;
- d) Failure to attend two consecutive, or a total of three per year, of duly called regional membership meetings of the region represented by the Board member in question without good cause.

ARTICLE V. MEETINGS

Section 1. National Annual Meeting of the Membership.

The membership must meet at least once a year.

Section 2. Board of Directors Meetings.

The Board of Directors shall meet quarterly, a minimum of two of these meetings shall be face-to-face. Face-to-face meetings will generally be held in Washington D.C. unless otherwise set by the Board. A telephone conference call may suffice for two required meetings per year.

Section 3. Quorum.

A majority of the Board members then in office shall constitute a quorum for meetings of the Board of Directors.

A majority of the voting member organizations in good standing shall constitute a quorum for a regional membership meeting.

Ten per cent of the voting member organizations in good standing shall constitute a quorum for a national membership meeting, provided that a majority of HUD regions with membership in NAHT must be represented by at least 10% of the member organizations from each region represented for a quorum to be in effect.

Section 4. Call of Meetings.

- A. The annual and special national meetings of the membership shall be called by the Board of Directors.
- B. Regional membership meetings may be convened by a majority (at least 50%) of the Board Members representing that region or by the Board of Directors.
- C. Upon presentation of a petition by the greater of 20%, or five or more, of the voting members of a region, the regional board members or the Board of Directors shall call a regional meeting.
- D. The President may call a Special or Regular meeting of the Board of Directors. Upon petition of three or more Board members, the President, Secretary, or Vice-President designated by the Board to act in the absence of the President as specified in Article IV. Section 10 shall call a Special or Regular meeting of the Board.

Section 5. Notice.

- A. A minimum of 120 days notice to all members in good standing shall be observed for national membership meetings.
- B. Fourteen days notice to all members in good standing within the region shall be observed for regional membership meetings.
- C. A minimum of seven days notice shall be observed for Board of Directors conference calls.
- D. At least thirty days notice is required for face-to-face Board of Directors meetings.
- E. Emergency teleconference meetings may be called by the Board of Directors on two days notice.
- F. Emergency regional membership teleconference meetings may be called on two days notice.
- G. Email and electronic notification to the website, can be used in addition to mailings of the general membership.

ARTICLE VI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall, to the extent legally permissible by applicable law, including Section 6 of Chapter 180 of the General Laws of Massachusetts, indemnify all persons who may serve or have served as officers or members of the Board of Directors or committees.

ARTICLE VII. BY-LAWS

- A. These By-Laws may be amended at an annual national membership meeting by a 2/3 vote of a quorum of the members present, with sixty days prior written notice of the proposed change.
- B. In emergency cases, we shall refer to Robert's Rules of Order.

ARTICLE VIII. STANDING RULES

- Section 1.** We shall produce a national open newsletter.
- Section 2.** We shall frequently communicate with each other.
- Section 3.** We shall ensure that all members are listened to.
- Section 4.** We adopt Robert's Rules of Order as our parliamentary authority.