**BY-LAWS**

**OF**

**HOME INITIATIVE, INC.**

**A NON-PROFIT CORPORATION**

**ARTICLE I**

**NAME AND ORGANIZATION**

The name of this corporation is The Home Initiative, Inc. The corporation is a non-profit Housing and Human Services Agency organized and existing under Title 15 of the New Jersey Revised Statutes, as amended.

**ARTICLE II**

**OFFICE OF REGISTERED AGENT**

The principal office of the corporation in the State of New Jersey shall be located at 125 Newcastle Court, Galloway Township, NJ 08205. The corporation, from time to time, may change the principal office or establish such other office as the Board of Directors may require.

**ARTICLE III**

**PURPOSES**

         The corporation is organized to undertake activities that promote independence and self-sufficiency among individuals and families in Atlantic County. The corporation is committed to providing decent affordable housing for low and moderate income persons, and improving homeownership opportunities for low and moderate income individuals and families. This includes, but not limited to, carrying out comprehensive housing strategies tailored to local housing market conditions, and participating in programs of housing counseling, housing rehabilitation, housing productive, economic and community development and related activities that promote such independences and self-sufficiency. The purpose of the corporation is for charitable and educational purposes, including for such purposes the making of distributions to individuals and organizations under 501 © (3) of the Internal Revenue Code.

**ARTICLE IV**

**MEMBERSHIP**

1. **Good Standing**:  All persons who express an interest in the purposes of the corporation shall eligible for regular membership in the corporation. All eligible person may become a member is good standing by completing a membership application and by attending at least two (2) regular meetings within the previous twelve (12) months. Members in good standing shall be entitled to vote and to be  on the Board of Directors, Officers and Committee members in the corporation; however, the Board of Directors must be consistent with the requirements of these Bylaws. Members not in good standing shall not be entitled to vote.
2. **Resignation**:   Any member may resign by filing a written resignation with the Secretary of the corporation.
3. **Termination**:   Any member may be suspended or expelled from membership for any conduct deemed improper or prejudicial to the corporation by an affirmative vote of two-thirds of the Board of Directors taken at a regular or special meeting of such Board, providing that one month of previous notice in writing of such meeting containing the charges against such member shall have been given and an opportunity for a hearing shall be given to such member before or at such meeting. Such notice shall be served upon each member in good standing by mailing the same to the member at the current address on the record of the corporation.
4. **Reinstatement**:   Upon written request signed by a former member and filed with the Secretary of the corporation, the Board of Directors, by an affirmative vote of two-thirds of the Board, may reinstate such former member to membership or such terms as the Board of Directors may deem appropriate.
5. **Corporate or Organization Membership**:   A corporation, group or organization may become a member in good standing of the corporation upon submission of an application for membership and attendance by a representative at two (2) regular meetings within the previous twelve (12) months. Each corporation or organization shall designate, in writing to the Secretary of the corporation, the name of one individual with voting privileges. Only this representative of a corporation in good standing shall be eligible to vote; however, in the absences of designed voting representative, the corporation or organization may designate, in writing to the Secretary, an individual who may exercise the voting right for the corporation or organization. Each voting member must indicate whether his/her vote is on behalf of

                    a corporation or organization or on behalf of such an individual. At all times,                   however, an individual may cast only one vote, either on behalf of the individual himself/herself or on behalf of the corporation which he/she represents.

**ARTICLE V**

**BOARD OF DIRECTORS**

1. **Numbers of Directors**:   The business and affairs of the corporation shall be managed by a Board of Nine (9) Directors which shall exercise such powers of the corporation as designated by these bylaws and as allowed by law. The initial Board of Directors will be elected at the first Annual meeting scheduled for February 2nd, 2016. Prior to the first annual meeting, three (3) Temporary Facilitators will help plan activities and expand membership community-wide in anticipation of the first annual meeting. After election at the first annual meeting, the first Board of Directors will take office. The number and composition of the Board of Trustee may be amended in accordance with those Bylaws but such amendment shall be designed so as not to preclude the corporation from applying for designations as a Community Housing Development Organization (CHDO).
2. **Composition of Board**:   The intent of the corporation is to remain a community based service organization. To evidence this commitment, the composition of the Board of Directors shall consist of representatives of the Atlantic County community and shall include any combination of the following:
3. A minimum of one-third of the Board of Directors shall consist of  representatives of the Atlantic County community and shall include any combination of the following:
4. Residents of low-income neighborhoods in the community; however, such Board members do not have to be classified as low or moderate income themselves; and/or
5. Low or moderate income residents of the community; and/or
6. Elected representatives of low-income be neighborhood organizations; the primary purpose of such organization must be to serve the interest of the neighborhood residents ( i.e., civic organization, town watch organization, etc.)
7. The Section 8 definition of low-income shall apply to these Bylaws; an annual gross income less than 80% of the area medium income.

1. A maximum of one-third of the Board may consistent of representatives of the public sector. For purposes of these Bylaws, designation of a representative of the public sector includes elected public officials; appointed public officials, public employees; individuals appointed by public officials.
2. **Compensation**:   The Directors shall not receive any salary or compensation for their services to the corporation
3. **Terms:** The term of each Director shall be two years. No member may serve more than three consecutive two-year terms without getting off of the Boar for a least one year. The term of four of the initial Board of Director, however, shall be for one year.
4. **Vacancies**:   Any vacancies of the Board shall be filled by recommendation of the Nomination committee; with the consent of the nominee and the approval, by majority vote, of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term.
5. **Resignation or Removal**:   Any Director resignation shall be filed in writing with the Secretary of the corporation. A Director may be removed by action of the Board for any conduct deemed improper, prejudicial or harmful to the corporation by an affirmative vote of two-thirds of the Board of Directors taken at a regular or special meeting of such Board, providing that one month’s previous notice in writing of such meeting containing the charges against such Director shall have been given an opportunity for a hearing shall be given to such Director before or at such meeting. Such notice shall be served upon each member in good standings by mailing the same to the member at the current address appearing on the records of the corporation.

**ARTICLE VI**

**MEMBERSHIP MEETINGS**

1. **Annual Meetings**:   An annual membership meeting shall be held in the month of February each year and time to be designated by the Board of Directors for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the meeting. If the election of Directors or Officers cannot be held on the day designated herein for any annual meeting, the Board of Directors shall cause the election to be held at a special membership meeting, or by mail as hereinafter provided.

1. **Special Meeting**:  Special membership meetings may be called at any time by a Director of the Board of Directors, and shall be called by the Secretary of the corporation upon written request of no less than twenty-five (25%) of the regular members in good standings.
2. **Notice**:   Written notice stating the location, day and hour of any membership meeting shall be delivered, either personally or by mail, to each regular member in good standing, not less than five (5) days nor more than fifty (50) days before the date of such meeting, by or at the direction of the Board of Directors. In the instances of a special meeting or when required by Statute of by these Bylaws, the purpose or purposes for which such meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail with postage thereon, addressed to the regular member at his or her address as it appears on the record of the corporation. The attendance of any regular member at any meeting shall constitute a waiver of notice of such meeting, except when such regular member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
3. **Quorum**:   The regular members in good standing holding sixty percent (60) of the votes that may be cast any meeting shall constitute a quorum at such meeting. If a quorum is not present at any membership meeting, a majority of the regular members in good standing present may adjourn the meeting from time to time without further notice.
4. **Voting**:   Only members in good standing (as defined in Article VI, section 1) shall be entitled to vote and each shall be entitled to cast one vote. Except otherwise required by law or provided in these Bylaws, decisions shall be by a simple majority vote of such regular members voting. Members may only vote in person. No voting by proxy shall be allowed.
5. **Voting by Mail/Fax**:   In such circumstances and in such manner as the Board of Directors shall determine, any matter which may be submitted and be voted upon by the regular members in good standing hereunder may be so submitted and voted by mail or fax.
6. **Other Meetings**:   The Board of Directors shall determine the time, location and agenda of its meetings; however, a Board meeting must occur at least quarter of the year. The standing committees shall determine the time, location and agenda of their meetings.

           The Board of Directors or any Committee may participate in a meeting of the Board or such Committee by means of a telephone conference call or any other means of communication by which all persons participating in the meetings are able to communicate with each other

**ARTICLE VII**

**OFFICERS**

         The Officers of the corporation shall be members of the Board of Directors and shall be elected annually among the Board Members at the annual meeting. No Officer shall be elected to more than two (2) years. There shall be three Officers; the Chairperson, Treasurer and Secretary.

1. **Chairperson/President**:   The Chairperson/President presides at all meetings and shall coordinate the activities of the various committee and review their results to assure productivity.
2. **Treasurer**:   The Treasurer is responsible for receiving, depositing and dispersing all funds. The Treasurer shall ensure that accurate books of accounts are kept in accordance with acceptable methods and shall ensure the financial reports for meetings are prepared when requested by the Chairperson, to assist with the responsibility, the Treasurer may request permission from the Board of Directors to engage the services of financial experts, including auditors. The Treasurer’s added responsibility is to preside and coordinate all Board activities in the absences of the Board Chairperson at Board meetings.
3. **Secretary**:   The Secretary is responsible for maintaining a written record of minutes for each meeting. The Secretary is also responsible to see that the minutes and other official notices are distributed to the entire membership in accordance with these Bylaws. The Secretary is responsible for maintaining the corporation’s current list of members and their addresses.

**ARTICLE VIII**

**COMMITTEES**

         The corporation shall have the following standing committees: Nomination; Program Development; Finance; Bylaws.

1. **Nominating Committee**:  The Nominating Committee shall be composed of three (3) members of the corporation who shall be appointed by the Chairperson of the corporation. The duties of the Committee shall be:
2. To identify leadership prospects among the community and to identify volunteers and leadership talent in the membership who may be called upon for elected office or to serve on the Board of Directors, and
3. To compile a slate of candidates for election to positions in the corporation; and
4. To encourage and recruit new membership in the corporation.
5. **Program Development Committee**:   The Program Development Committee shall review, evaluate and make recommendations to the Board of Directors on all proposals to the corporation which request support, sponsorship and/or funding from the corporation. The Program Development Committee shall also review all donations, gifts, funding and programs offered to the corporation. The duties of this committee shall be:
6. To establish and maintain an objective process and procedures through which programs proposals, requesting, sponsorship, support and/or funding are submitted, reviewed and evaluated; and
7. To establish guidelines and criteria which proposals must meet prior to submission for review by the Committee and to have such criteria available to the public for review; and
8. To review and evaluate proposals meeting established and criteria referred to the Committee within one month after the first Board of Trustee meeting after the referral; and
9. To suggest modifications to promising proposals as deemed appropriate and schedule a review of the modified proposal for a future date; and
10. To provide, at the request of the proposer, an opportunity for a presentation of the proposal before the Committee; and
11. To provide a written, summary evaluation of the proposal and, by majority vote, a written recommendation to the Board of Directors for the Board’s action on the proposal.

The Committee shall abide by a rule of strict confidentiality with regard to program participation and benefactors and will also ensure that no favoritism or bias occurs during the section process with regards to any proposal or beneficiary considered by the corporation since an important corporate goal is equal opportunity for everyone.

1. **Finance Committee**:  The Finance Committee shall be responsible for ensuring that the standards of financial accountability used by the corporation conform to federal standards for financial management systems. This may be accomplished by an audit by a Certified Public Accountant or a HUD approved audit summary as submitted by the Treasurer and approved by the Board of Directors.

**ARTICLE IX**

**CONTRACTS, CHECKS, DEPOSITS AND FUND**

1. **Contracts**:   The Board of Directors may authorize any officers or agent of the corporation to enter into any contract to execute and deliver any instrument in the name of on behalf of the corporation, and such authority may be granted or confined to specific instances.
2. **Checks, Drafts or Orders for Payment**: All checks, drafts or order for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by Two Officers, Directors or agents of the corporation in such a manner as shall from time to time be determined by resolution by the Board of Directors. In the absences of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the Secretary.
3. **Deposits**:   All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Director shall select.
4. **Gifts**:   The Board of Directors may accept on behalf of the corporation any contribution, gifts, bequest of devise for the general purposes or for any special purpose of the corporation.

**ARTICLE X**

**MINUTES**

1. Minutes of each membership, Board of Directors and standing Committee meeting shall be recorded and adopted at the next regular scheduled meeting of such membership, Board or Committee.
2. All votes shall be recorded in the minutes. Abstentions shall be so noted.
3. The minutes shall reflect the date, time and place of the meeting as well as the names of the individuals in attendances and the agenda of the meeting.

**ARTICLE XI**

**CONFLICT OF INTEREST**

    No member shall vote on the funding or review of programs that involve companies or businesses of which such a member is an employee or has a direct financial interest. Each member must disclose such information before any vote is taken on these issues.

**ARTICLE XII**

**PARLIAMENTARY PROCEDURE**

1. **Amendment of Bylaws:**   The Bylaws of the corporation may be amended, repealed, or supplemented, or new Bylaws may be adopted by the vote or written assent of six (6) of the Directors or by a majority of the regular members in good standing.
2. **Corporate Seal**:   The Board of Director may adopt a corporate seal in any form deemed appropriate.
3. **Procedure**:   Orderly parliamentary procedure shall be observed at all meetings in accordance with the current edition of Roberts Rule of Orde.

**ARTICLE XIII**

**CHDO ADVISORY COMMITTEE**

    HOME INITIATIVE, INC.’s commitment to the housing concerns of low and moderate income citizens is manifested by the value it places upon the active, functional participation of representatives of this community, at least 33 1/3% of HOME INITIATIVE INC’s Board of Directors is comprised of low and moderate income representatives.

    To ensure that HOME INITIATIVE Inc. serves as a community based organization, a low and middle income CHDO Advisory Committee has been established. The Chairperson of HOME INITIATIVE INC. has appointed the low and moderate income chairperson, a member of the community who meets the low or moderate income criteria, as defined by HUD. The Chairperson shall nominate from the low and moderate income community members, a vice-chairperson, who will serve as chair in the absences of the chairperson.

    The CHDO Advisory Committee shall advise and provide information and insight regarding the design, location of sites, developments and management of affordable, quality housing.

    The CHDO Advisory Committee representatives shall be notified of and may attend any and all CHDO Board of Director (HOME INITIATIVE) meetings.

    The CHDO Advisory Committee recommendations regarding housing proposals or development shall be given in writing to all CHDO Board of Directors members at least two (2) weeks in advance of the Board meeting.