

**BY-LAWS**

of

**LONG ISLAND HOUSING SERVICES, INC.***Revised May 2018***ARTICLE I — OFFICES**

The principal office of the corporation shall be in the County of Suffolk, State of New York. The corporation may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the corporation may require.

**ARTICLE II — PURPOSES**

Long Island Housing Services, Inc., formerly Suffolk Housing Services, is a private non-profit fair housing agency, established in 1969, dedicated to equal housing opportunity and the creation of racially and economically integrated communities throughout Long Island.

**ARTICLE III — MEMBERS**

Long Island Housing Services, Inc. as incorporated pursuant to New York State Not-for-Profit Corporation Law 601(a) is not a membership organization.

**ARTICLE IV — DIRECTORS****1. Management of the Corporation.**

The corporation shall be managed by the board of directors which shall consist of not less than three (3) directors. Each director shall be at least nineteen years of age.

**2. Election and Term of Directors**

The Directors shall be elected for a term of three (3) years. Election shall be by a majority vote of the Directors then in office. Election of Directors will be on a rotating basis, so that one-third (1/3) of the members of the board will be elected each year. Terms of office shall begin at the annual meeting at which the elections are held. At the organization

meeting the initial directors shall designate one third (1/3) of the total number of directors to serve for a one year term only, one third to serve for a two year term, and one third to serve for a three year term. All subsequent terms will be for three (3) years. Board membership shall reflect the diversity of Nassau and Suffolk counties' population.

### 3. Increase or Decrease in Number of Directors

The number of directors may be increased or decreased by vote of a majority of all of the directors. The maximum number of Board members will be limited to twenty- five (25) people. No decrease in number of directors shall shorten the term of any incumbent director.

### 4. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. In case of vacancy due to expiration of term, death, resignation or incapacity to act, the vacancy shall be filled at the next annual meeting. Board Members may be elected to serve on the Board of Directors to fill a vacant position at any regular meeting.

### 5. Removal of Powers

Any director may be removed at any time for or without cause by a two-thirds (2/3) vote of the directors provided there is a not less than a majority quorum of Directors present at the meeting at which the action is taken.

Any officer elected or appointed by the board may be removed for or without cause by a majority vote.

### 6. Resignation

A director or officer may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

### 7. Quorum of Directors

A third of the entire board plus one shall constitute a quorum for the transaction of business or of any specific item of business.

### 8. Action of the Board

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

## 8.1 Action without a Meeting.

Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if all members of the Board or such committee consent to the adoption of a resolution authorizing the action. Such consent shall be submitted in writing or via e-mail or facsimile. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Board or committee.

## 9. Place and Time of Board Meetings T

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

## 10. Annual Election Meeting

The annual meeting will coincide with the election of Directors and officers of the Board of Directors and shall be held at the first meeting scheduled subsequent to the start of the agency's Fiscal Year (July 1). The meeting will be held at a time and place to be determined by the Board of Directors. Notice of the time, place and purpose of the meeting, together with the slate of nominees for all offices to be filled pursuant to these by-laws shall be given in writing to each member of the Board of Directors not more than forty (40) and not less than ten (10) days prior to the annual meeting.

## 11. Notice of Meeting of the Board; Adjournment

Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board, except that the Board shall meet no less than three (3) times each year.

Regular meetings of the Board may be held with notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the directors and may be called by the president upon three days' notice to each director either personally or by mail or by fax; Special meetings shall be called by the president or by the secretary in a like manner on written request of five directors or by a majority of the Executive Committee requesting such meeting. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her.

A majority of the directors present, whether or not a quorum is present,

may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

#### 12. Chairperson

At all meetings of the board, the president, or in his/her absence, the vice-president, or a chairman chosen by the board shall preside.

#### 13. Executive and Other Committees

The board by resolution may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board. The immediate past president of Long Island Housing Services will serve on the Executive Committee for a term of one (1) year.

#### 14. Executive Director

There shall be a Staff Administrator known as the Executive Director who shall be appointed by the Board of Directors or by an Executive Committee if authorized by the Board. The Executive Director shall be responsible for the day-to-day affairs and operations of the corporation including but not limited to hiring, firing and directing staff and supervision of programs and projects in accordance with policies as established by the Board. The Executive Director has the authority to act as the signatory on behalf of the agency.

#### 15. Compensation

Members of the Board of Directors shall serve without compensation but may be reimbursed for actual expenses incurred in the activities of the corporation, such expenses to be approved by the treasurer of the corporation.

#### 16. Advisory Council

The Long Island Housing Services Board of Directors may create an Advisory Council at their discretion. The Advisory Council's expertise will be made available on a consulting basis to the Board of Directors.

### **ARTICLE V — OFFICERS**

#### 1. Officers Election, Term

The board of directors shall elect or appoint a President, a Vice-President, a Secretary and a Treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the annual election meeting of the board. Each officer shall hold office for the term for which he/she is elected or appointed and qualified. In the event of a vacancy the board in its discretion may elect or appoint to fill the unexpired term.

## 2. President

The President shall be the principal officer of the corporation and shall preside at all meetings of the Board of Directors and the Executive Committee, and shall have such other powers and perform such other duties as may be assigned by the Board of Directors. The President shall be an ex-officio member of all committees established by the Board.

## 3. First Vice-President

The Vice-President in the event of a vacancy in the office of the president shall succeed to the office of President. In the temporary absence or disability of the President, the Vice-President shall preside at meetings of the Board of Directors and the Executive Committee. The Vice-President shall have such other duties as may be assigned by the President.

## 4. Secretary

The Secretary shall be responsible for issuing notices of all meetings of the Board of Directors and Executive Committee and shall keep the minutes of all meetings. The Secretary shall be responsible for custody of all corporate books and records and perform such other duties usually incident to the Office of Secretary. The Secretary may be assisted in these duties by staff of the corporation.

## 5. Treasurer

The Treasurer shall have custody of the corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation. He/she shall deposit all monies and other valuable effects in the name of the credit of the corporation in such depositories as may from time to time be designated by the Board of Directors. The Treasurer may be assisted in these duties by staff of the corporation.

## 6. Sureties and Bonds

In case the Board shall so require, an officer or agent of the corporation shall execute to the corporation, a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of

his/her duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his/her hands.

## **ARTICLE VI - RULES AND REGULATIONS**

### **1.Board's Power to Establish Rules**

The Board of Directors shall adopt such rules as are necessary for the orderly conduct of the corporation's purposes and activities.

### **2.Annual Reports**

The Board shall authorize the preparation of annual reports on the corporation's activities and finances.

### **3.Dissolution**

In the event of dissolution of the corporation, assets of the corporation remaining after the discharge of all liabilities shall be distributed to a non-profit corporation in the County of Suffolk and/or Nassau with the same or similar purposes as the corporation.

### **4. Meetings**

Robert's Rules of Order shall be the parliamentary authority governing the meetings of the Board of Directors and all committees, subject to state law, the articles of incorporation and these by-laws.

## **ARTICLE VII — SEAL**

The seal of the corporation shall be as follows:

## **ARTICLE VIII — CONSTRUCTION**

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

## **ARTICLE IX — AMENDMENTS**

These by-laws may be amended by a majority vote of members of the Board of Directors present and voting at any meeting of the Board of Directors, where a quorum is present, provided that the proposed amendment shall have been included in the notice of the meeting.