

## Bylaws for the National Center for Healthy Housing Emeritus Board

### I. **Authorization**

The entity shall be called the National Center for Healthy Housing (NCHH) Emeritus Board. The NCHH Board of Directors authorizes the establishment of the Emeritus Board and delegates the coordination and governance of the Emeritus Board to a group comprised of the NCHH Executive Director, the Emeritus Board Chair(s), and the NCHH Board Chair or their designee.

### II. **Purpose**

Over the past 30 years, NCHH's board of directors has been an integral part of the organization's success. NCHH recognizes that the expertise and dedication of its former directors<sup>1</sup> does not end with the conclusion of their board service. The Emeritus Board will provide an opportunity for the National Center for Healthy Housing and the field of healthy housing to continue to benefit from the ambassadorship, service, expertise, and dedication of this distinguished group of individuals. NCHH's Emeritus Board will provide a platform for former directors, staff leaders, and champions of NCHH to stay connected with each other, NCHH, and the field and to continue to be of service to the cause of securing healthy homes for all. Emeritus Board members will serve the organization in a non-voting, advisory, and ambassadorial role.

### III. **Exclusions and Expectations**

*Decision-making:* Emeritus Board members shall have no power to set policy or make decisions about the organization. They cannot outline rules for how the organization operates, give employees instructions, or give directives to the NCHH Board of Directors or management.

*Access to information:* Emeritus Board members shall have no rights to private, confidential, or sensitive information about the organization. Sharing of such information shall be at the discretion of the NCHH Executive Director and NCHH Board of Directors Chair.

*Confidentiality:* Emeritus Board members shall not disclose or discuss sensitive, private, or confidential information about the organization.

*Spokesperson:* Emeritus Board members may not conduct business on behalf of the organization or speak as official representatives of the organization without the explicit written prior approval or direction of the NCHH Executive Director or the Chair of the NCHH Board of Directors. This exclusion does not prevent Emeritus Board members from speaking

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<sup>1</sup> For the purpose of this document, this term is inclusive of those who served on the Board of Directors for the Alliance for Healthy Homes (Alliance), which merged with NCHH in 2010.

as individuals or sharing their own expertise and experience. Emeritus Board members are also encouraged to serve as ambassadors and fundraisers for the organization as outlined in the relevant sections below.

*Ambassador:* Emeritus Board members are expected to conduct themselves in alignment with the mission, goals, and values of NCHH and strive to represent the organization positively. Emeritus Board members are also encouraged to serve as champions and boosters for NCHH and the field and cause of healthy housing.

*Fundraising:* Board members are encouraged to consider NCHH among the philanthropic gifts they make throughout the year and to assist, where they have interest and it is appropriate and possible, other fundraising efforts (e.g., by making connections to foundations or donors). There is no minimum expectation of giving to be a member of the NCHH Emeritus Board.

#### **IV. Membership**

At the launch of the Emeritus Board, all former members of the NCHH Board of Directors and Alliance Board of Directors will be invited to join the Emeritus Board. Current NCHH Board Members will automatically become eligible to join the Emeritus Board at the conclusion of their terms as NCHH Board Directors.

Other emeritus leaders (e.g., former staff or other healthy housing champions who have made a significant contribution to the field or NCHH) may also be invited to join the Emeritus Board. A simple majority vote of the positions named in the coordinating function of Section V below is required to invite emeritus leaders (who are not former NCHH board members) to join the Emeritus Board.

*Term limits:* There are no term limits. Emeritus Board members may serve for life unless a board member decides to leave or is removed according to the procedure outlined in Section VI.

*Ex officio members:* The NCHH Executive Director, Deputy Director, and Chief Operating Officer, and one representative of the NCHH Board of Directors will serve as *ex officio* members of the Emeritus Board.

#### **V. Organizational Structure**

*Board chair(s):* No later than October 1 of each calendar year, the Executive Director or their designee shall appoint an Emeritus Board Chair or two Emeritus Board co-chairs for the fiscal year beginning October 1 and ending September 30. There are no limits on consecutive terms for Emeritus Board Chairs.

*Coordination:* The Emeritus Board will be coordinated by a group comprised of the Emeritus Board Chairs, the current NCHH Board Chair or their designee, and the NCHH Executive

Director. This group shall be responsible for planning and coordinating meetings and activities of the full Emeritus Board.

*Other officers:* No other officer positions are specified by these bylaws.

*Workgroups/committees:* The Emeritus Board may elect to form ad hoc or formal workgroups or committees with the approval of the Emeritus Board Chair(s) and a simple majority vote of those in attendance at a meeting or responding to a call for a vote by email.

## **VI. Procedural Rules**

*Simple majority vote:* For the purpose of these bylaws, a simple majority vote means a vote requiring the approval of at least one more than one-half of all of the Emeritus Board members according to the procedures outlined below. In the event of a tie vote, the vote of the NCHH Executive Director shall be determinative.

*Meetings:* The Emeritus Board shall meet virtually at least two times per year: on the third Wednesday of the month in January and in June unless otherwise specified. Meeting notices will be sent via email as calendar invitations. Additional in-person or virtual meetings may be held at the request of the Emeritus Board Chair(s). Attendance at meetings is optional.

*Minutes:* Minutes of each meeting will be kept, and an electronic copy will be available upon request within 30 days of the meeting. Meetings will be recorded for the purpose of recordkeeping only and will not be made publicly available.

*Voting procedures:* Votes may be taken during meetings or via email. For votes taken during meetings, a simple majority vote of those in attendance will be required for a measure to pass. For votes taken over email, a minimum of seven (7) business days will be required to collect votes, and a simple majority of those submitting a vote will be required for a measure to pass. The Emeritus Board Chair(s), NCHH Executive Director, or NCHH Board of Directors representative may pause the voting at any time to call for additional discussion or to suspend the voting process.

*Procedure for amending bylaws:* The Emeritus Board may vote to amend the bylaws at any point by simple majority vote as described above. In addition, the amendment must be approved by a simple majority vote of the positions named in the coordinating function of Section V in order to take effect.

*Recommendations:* The Emeritus Board may elect to make formal or informal recommendations to the NCHH Board of Directors and/or the NCHH Executive Director by a simple majority vote of Emeritus Board members in attendance of a meeting or responding to a vote taken by email according to the procedure described above.

*Removal from the board:* Emeritus Board members can elect to leave the board at any time by notifying the Emeritus Board leadership in writing. Emeritus Board members may also be

removed at any time by a simple majority vote of the positions named in the coordinating function of Section V above taken during a meeting or via email. An Emeritus Board member must be notified in writing by the Emeritus Board Chair(s) and NCHH Executive Director of their removal from the Emeritus Board.