

OKLAHOMA CITY HOUSING AUTHORITY BYLAWS

ARTICLE I — THE AUTHORITY

Section 1. Name. The public body corporate authorized by the Oklahoma Housing Authorities Act (Title 63 Oklahoma Statutes, Section 1051, *et seq.*, the “Act”) and for which a need was declared by resolution of the City Council of the City of Oklahoma City on June 29, 1965, shall be known legally and for all purposes as the “Oklahoma City Housing Authority” (in these Bylaws, referred to as the “Authority”).

Section 2. Seal. The Seal of the Authority shall be circular in shape with the name of the Authority around the outside border and with the words “Official Seal” in the center.

Section 3. Office. The principal office of the Authority shall be at 1700 Northeast 4th Street, Oklahoma City, Oklahoma 73117, and the Authority may have other offices or places of business as designated by the Board of Commissioners.

ARTICLE II — COMMISSIONERS

Section 1. Composition. Control of the Authority shall be vested in five (5) Commissioners, one (1) of whom shall be a resident of housing under the jurisdiction of the Authority, as set forth in the Act. All Commissioners shall be appointed by the Mayor of The City of Oklahoma City with the advice and consent of the City Council of The City of Oklahoma City. The term of office of each commissioner shall be for three (3) years, subject to the provisions of the Act. Each Commissioner shall hold office until a successor has been appointed and qualified.

Section 2. Powers and Responsibilities. The Board of Commissioners shall have the general power to control and manage the affairs of the Authority consistent with laws of the State of Oklahoma, these Bylaws, and the laws, regulations, and procedures required by the United States Department of Housing and Urban Development (“HUD”). The Board of Commissioners shall also have the responsibility to provide oversight to ensure adherence of all pertinent legal and fiscal matters of the Authority but may delegate to one or more of the Authority’s agents or employees such powers or duties as it deems proper.

Section 3. Election. The Chairperson and the Vice-Chairperson shall be elected by a simple majority vote at the Annual Meeting of the Authority from among the Commissioners of the Board, and shall hold office for a term of one year commencing on July 1 and continuing until the following June 30 or until their successors are elected or qualified. No Commissioner shall serve more than five (5) consecutive one-year terms as Chairperson. The completion of an unexpired term of a predecessor shall not apply toward this limitation.

Section 4. Chairperson. The Chairperson shall be a Commissioner of the Authority and willing to accept all of the responsibilities of the position as outlined in these Bylaws. The Chairperson shall preside at all meetings of the Board. Except as otherwise provided in these Bylaws or authorized by resolution of the Board, the Chairperson shall be authorized to sign all contracts, deeds, and other instruments made by the Authority. Any contract above \$50,000.00 shall require Board authorization. The Chairperson may submit recommendations and information that may be considered proper concerning the business, affairs, and policies of the Authority. The Chairperson shall appoint members and chairpersons of all Authority committees. The Chairperson shall: call Regular and Special Meetings of the Authority in accordance with these Bylaws; see that all books, reports, statements, and certificates required by law are properly kept, made and filed according to law; and enforce these Bylaws and perform all duties incidental to the position of Chairperson as is required by law.

Section 5. Vice-Chairperson. The Vice-Chairperson of the Authority shall be a Commissioner of the Authority and willing to accept all the responsibilities of the position as outlined in these Bylaws. In the event of the absence or inability of the Chairperson to exercise his or her office, the Vice-Chairperson of the Authority shall become the Acting Chairperson of the Authority's Board of Commissioners, with all the rights, privileges, and powers had the Vice-Chairperson been duly elected in accordance with these Bylaws.

Section 6. Secretary. The Executive Director shall serve as the Secretary of the Authority. No Commissioner shall be eligible for the Office of Secretary. The Secretary, or his or her designee, shall have the following duties: (a) keep the records of the Authority; (b) act as Secretary of the meetings of the Authority and record all votes; (c) keep a record of the proceedings of the Authority in a permanent journal and shall perform all duties incident to his or her office, including the safe custody of the seal of the Authority; (d) affix the seal of the Authority to all instruments required to be under Seal and shall attest such seal and the execution of instruments to be attested; and (e) provide general supervision over the Authority's operations and the administration of its operations and the administration of its business and affairs subject to the direction of the Board.

The Assistant Executive Director—Operations and the Chief Financial Officer shall serve as Assistant Secretaries, who shall perform the duties of the Secretary in the temporary absence or incapacity of the Secretary. If neither employment position described above exists, or if one or both positions are temporarily absent or vacant, the Secretary may designate another employee of the Authority to act as Assistant Secretary on an interim basis. If the Secretary and Assistant Secretaries are temporarily absent or incapacitated, the Board may appoint another employee of the Authority to act as Secretary on an interim basis without additional compensation other than the payment of necessary expenses.

Section 7. Additional Duties. The Officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority's Bylaws, adopted policies, or any applicable laws, rules, and regulations.

Section 8. Conflict of Interest. During his or her tenure and for one (1) year afterward, no Commissioner shall voluntarily acquire any interest, direct or indirect, in any project or in any property included or planned to be included in any project, or in any contract or proposed contract relating to any housing project, as defined in the Act. The provisions of this section shall not apply to the leasehold interest of or the assistance provided to the Commissioner who is an Authority resident pursuant to the Authority's customary practices and applicable law.

Section 9. Compensation. Commissioners shall receive no compensation for their services, except as described in this paragraph. Commissioners may be entitled to reimbursement of necessary travel expenses incurred in the discharge of their duties and pursuant to duly adopted travel reimbursement policies complying with all applicable federal and state law. Commissioners may also be entitled to a per diem payment of thirty-five dollars (\$35.00) and mileage reimbursement, as provided for in the State Travel Reimbursement Act, for expenses incurred in attending meetings of the Board of Commissioners.

Section 10. Finance and Operations Committee. There is hereby established a Finance and Operations Committee of the Authority, which shall consist of two (2) Commissioners. The Finance and Operations Committee shall be responsible for overseeing all Authority investment programs and plans, and shall also be responsible for overseeing the annual audit of the Authority. The Finance and Operations Committee will report to the Board at its Regular and Special Meetings, which will at that time ratify or revoke any actions taken by the Finance and Operations Committee.

Section 11. Special Committees. The Board may from time to time create Special Committees to review and make recommendations on administrative and fiscal practices of the Authority in collaboration with the Secretary/Executive Director. All Special Committees will report to the Board

at its Regular and Special Meetings. Special Committees shall consist of at least two (2) Commissioners.

Section 12. Vacancies. Should the office of Chairperson or Vice-Chairperson become vacant, the Board shall elect a successor from its membership at the next Regular Meeting or at a Special Meeting called for the purpose, and such election shall be for the unexpired term of said office.

ARTICLE III — EXECUTIVE DIRECTOR

The Executive Director shall be appointed by the Board and shall be charged with the management and administration of the business and affairs of the Authority, subject to the policies adopted by the Board. The Board shall execute a contract with the Executive Director, which shall determine compensation and tenure based on qualifications and experience. The Executive Director shall be authorized to execute, on behalf of the Authority, any contract, deed or other instrument under \$50,000, or as authorized by the Board. The Executive Director's responsibilities shall include, but not be limited to, the following: (a) develop and manage the housing and housing assistance of the Authority; (b) employ or discharge all employees of this Authority in accordance with policies or binding agreements adopted by the Authority; (c) implement all organizational policies as established by the Board; and (d) report to the Board on the business and activities of the Authority at every Board meeting and provide other reports as requested by the Board.

ARTICLE IV — MEETINGS

Section 1. Annual Meetings. The Annual Meeting shall be held during the month of April at the Central Office of the Authority, or at such other as the Chairperson may designate. In addition to the holding of Elections of Officers, the Commissioners shall review the Authority's performance and accomplishments and set goals and objectives for the coming year.

Section 2. Regular Meetings. Regular Meetings shall be held once each month at such time and place as the Commissioners shall designate. Notice of the monthly Regular Meetings shall be made in accordance with the Oklahoma Open Meeting Act (25 O.S. § 301, *et seq.*) and other applicable law.

Section 3. Special Meetings. The Chairperson of the Authority may, when deemed appropriate or upon written request of three (3) Commissioners, call a special meeting of the Authority for the purpose of transacting any business designated in the call. Notice of the Special Meeting shall be made in accordance with the Oklahoma Open Meeting Act and other applicable law. At such Special Meeting, no business shall be considered other than as designated in the call.

Section 4. Executive Sessions. The Board of Commissioners may, upon the call of the Chairperson or three (3) Commissioners, meet in executive session for the purposes provided for in the Oklahoma Open Meeting Act.

Section 5. Business Items at Meetings. Business to be considered at the Regular and Special Meetings of the Authority must include, at minimum, the following items: (a) a roll call of Commissioners present; (b) approval of minutes from previous meetings; (c) action on any committee reports; (d) reports of the Authority's legal counsel; (e) reports of the Secretary/Executive Director; (f) any new or unfinished business items; and (g) general public comment. The Board may include other items, as appropriate, and may order business items in any manner it sees fit.

Section 6. Manner of Voting. The manner of voting on all questions coming before the Authority shall be by roll call or electronic display, and the ayes and nays shall be entered upon the Minutes of such meetings.

ARTICLE V — ETHICS

All Commissioners shall act in a professional and ethical manner in carrying out their official duties. They shall be bound by the rules, regulations, and principles in the Authority's Code of Ethics, as well as the applicable provisions of state law governing ethics and conflicts of interest. If the Board of Commissioners finds that any Commissioner has violated the Code of Ethics or any applicable state ethics or conflicts of interest laws, the Board may, by resolution, petition the Mayor and City Council for that Commissioner's removal pursuant to state law.

ARTICLE VI — AMENDMENTS

Section 1. Amendments to the Bylaws. The Bylaws of the Authority shall be amended only with the approval of at least three (3) of the members of the Board of Commissioners at a Regular Meeting, but no such amendments shall be adopted unless notice of the amendment(s) to the Authority's Bylaws have been submitted in writing at the previous Regular Meeting of the Authority.

Section 2. Repeal. All previous resolutions adopted by the Authority inconsistent with these Bylaws are hereby repealed. All Bylaws adopted by the Authority inconsistent with these Bylaws are hereby repealed.

ADOPTED

These Bylaws were adopted by the Board of Commissioners of the Oklahoma City Housing Authority on the 28 day of III, 20 18.

Silvia M. Swope
Vice Chairperson _____

ATTEST.

M. W. [Signature]

