

RESTATED BY-LAWS

Effective January 17, 2007

REVISED BY RESOLUTION 821

BY-LAWS OF THE MISSOULA HOUSING AUTHORITY

ARTICLE I - THE AUTHORITY

- Section 1. **Name of Authority.** The name of the Authority shall be the "Missoula Housing Authority."
- Section 2. **Seal of Authority.** The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.
- Section 3. **Office of Authority.** The office of the Authority shall be at such place in the City of Missoula, Montana, as the Authority may from time to time designate by resolution.
- Section 4. **Board of Commissioners.** The powers of the Authority shall be vested in the Board of Commissioners thereof in office from time to time duly appointed or elected.

ARTICLE II - OFFICERS

- Section 1. **Officers.** The officers of the Board shall be a Chair, a Vice Chair, and a Secretary. In addition to the above officers, the Board of Directors may elect or appoint such other officers, assistant officers and agents as it deems necessary at such times, in such manner and upon such terms as it shall prescribe.
- Section 2. **Chair.** The Chair shall preside at all meetings of the Board. At each meeting the Chair may submit such recommendations and information as the Chair may consider proper concerning the business, affairs and policies of the Authority.
- Section 3. **Vice Chair.** The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair; and in case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair.

Should the Vice Chair be unavailable to preside at regular or special meetings of the Board, then the remaining Commissioner with the greatest length of service shall preside.

Section 4. **Secretary.** The Executive Director of the Authority shall be the Secretary. The Secretary shall be responsible for the maintenance of the records of the Board, shall be responsible for providing a record of all votes, and shall provide for the keeping of a record of the proceedings of the Board in a journal of proceedings and shall keep in safe custody at the Housing Authority offices the journal of proceedings and the seal of the Authority, and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority. The Secretary shall perform all duties incident to the office. The Secretary shall not be a voting Board member.

Except as otherwise authorized by resolution of the Board, the Secretary and the Chair shall sign all checks for the payment of money and shall payout and disburse such money under the direction of the Board. The Secretary shall provide for the keeping of regular books of accounts showing receipts and expenditures and shall cause to be rendered to the Board, at each regular meeting (or more frequently when requested), an account of transactions and also of the financial condition of the Authority.

Section 5. **Executive Director.** The Executive Director shall manage and supervise the business, affairs and property of the Authority, subject, however, to the control of the Board; and shall perform such other duties as are incident to the office of a chief executive officer or are properly required of or by the Board. Included in these general powers but not by means of limiting them the Executive Director may from time to time employ such personnel as he or she deems necessary to exercise the Authority's powers, duties and functions as prescribed by the Housing Authorities Law, as amended, of Montana and all other laws of the State of Montana applicable thereto. The selection and compensation of such personnel shall be determined by the Executive Director subject to the laws of the State of Montana. The Executive Director shall be an employee of the Board. No Commissioner of the Authority shall be eligible to hold this office during his or her term as Commissioner or for a period of three years after his or her departure from the Board.

Section 6. **Additional Duties.** The officers of the Board shall perform such other duties and functions as may from time to time be required by the Authority or the by-laws or rules and regulations of the Board.

Section 7. **Election of Officers.** The Chair and Vice Chair shall be elected at the annual meeting of the Board from among the Commissioners of the Board, and shall hold office for one year or until their successors are elected and qualified; except that the first Chair shall hold office until the expiration of their term as Commissioner. Officers shall take office at the next regular meeting of the Board after the election.

Section 8. **Vacancies.** Should the office of Chair become vacant, the Vice Chair shall assume the position for the unexpired term of said office or until the next election for Chair, whichever occurs first. If the office of Vice Chair becomes vacant, the Board shall elect a successor from its membership at the next regular meeting, and such election shall be

for the unexpired term of said office or until the next election for Chair, whichever occurs first.

- Section 9. **Removal.** The Board may remove a commissioner from the position as an officer. An officer shall not be involuntarily removed from office except after being given no less than one (1) week notice of a hearing held by the Board. Said notice shall state the grounds for the proposed removal. At that hearing, the officer proposed for removal from that position shall have the opportunity to be represented and address the reason for the proposed removal. An officer can be removed only through a resolution adopted by a majority of the full Board. The Board can not remove a commissioner from the position of commissioner and the Secretary shall be removed in accordance with law or if the Executive Director has been appointed through an employment contract, according to the provisions of that contract. All other officers can be removed either for cause or without cause.

ARTICLE III - MEETINGS

- Section 1. **Annual Meeting.** The Annual Meeting of the Board shall be held on the day of the first regular meeting in October. In the event such date shall fall on the legal holiday, the meeting shall be held on the date to which such regular meeting would be postponed.
- Section 2. **Regular Meeting.** Regular meetings shall be held at such time and place as may from time to time be determined by the Board. In the event a day of regular meeting shall be a legal holiday, the meeting shall be held on the same day of the following week or such other date as determined by the Board.
- Section 3. **Special Meeting.** The Chair of the Board may, when the Chair deems it expedient, call a special meeting of the Board for the purpose of transacting any business designated in the call. The Chair of the Board shall, upon the written request of two Commissioners of the Board, call a special meeting. At such special meeting no business shall be considered other than as designated in the call, but if all Commissioners are present at a special meeting, any and all business may be transacted at such special meeting.

The call for a special meeting shall be mailed, e-mailed, or hand delivered to each Commissioner of the Board at their business or home address at least forty-eight (48) hours prior to the date of such special meeting. Any Commissioner who claims not to have received notice of the call and who does not attend the special meeting may at the next regular meeting move for reconsideration of any and all items of business which were voted upon at the special meeting. Any Commissioner may waive the notice requirement by attending the Special Meeting.

Section 4. **Closure of Meetings.** All of the meetings of the Board shall be open to the public whether regular or special except in the following cases:

- (1) When the discussion relates to a matter of individual privacy, the Chair or other presiding officer, with advice of legal counsel shall make a determination as to whether the demands of individual privacy clearly exceed the merits of public disclosure. If the presiding officer does determine that the demands of individual privacy clearly exceed the merits of public disclosure, the Chair may close the meeting for the discussion of the matter unless the individual or individuals who are the subject of the discussion waive their right of privacy. In the latter event, the meeting shall remain open; (2) any other matter that meetings are allowed to be closed by law.

Section 5. **Quorum.** A majority of sitting Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance action may be taken by the Board upon a vote of a majority of the Commissioners present.

Section 6. **Order of Business.** The order of business shall be as set from time to time by the Board.

Section 7. **Resolutions.** All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Board.

Section 8. **Manner of Voting.** The voting on all questions coming before the Authority may be by voice vote except that upon request of one member the vote may be by roll call, and the yeas and nays shall be entered upon the minutes of such meeting. The election of officers may be by ballot.

ARTICLE IV.

Committees

Section 1. **Ad Hoc Committees.** The Chair may appoint such Ad Hoc committees for such purposes as are consistent with these By-Laws and the purposes, jurisdiction, and authority of the Authority. The membership of any Ad Hoc committee shall have Commissioners as the majority of its membership except in instances when the committee's charge concerns Commissioner conduct when there shall be no requirement for Commissioner membership on the Ad Hoc committee. Any such Ad Hoc committee's term shall be until the Board's next annual meeting, a new Chair succeeds the appointing Chair, or by action of the Chair, whichever occurs first. Committees may be continued in whole or in part by any new Chair. Committees shall have no authority to act on any matter that requires Board action and shall have only that jurisdiction as

specifically authorized by the charge given the committee by the Chair. The quorum for a committee shall be no less than 33% of its membership provided that number shall not be less than 2 persons. Any action by an Ad Hoc committee can be nullified by the Board at the Board's next meeting.

Section 2. Standing Committees. Standing committees shall exist by virtue of these By-Laws without any further action by the Chair.

Section 2.1 Executive Committee. The Chair, Vice Chair, Secretary, and past Chair shall constitute an Executive Committee. The designating of such committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law. The Secretary shall not be a voting member of the Executive Committee. The Executive Committee's jurisdiction shall be limited to those routine administrative matters that do not require Board action, to provide advice to the Executive Director or to act upon such matters as specifically authorized by the full Board. Any action by the Executive Committee can be nullified by the Board at the Board's next meeting. Meetings of the Executive Committee may be held without notice at such times and places as the Chair may fix from time to time. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if all of the members of the Executive Committee sign a consent in writing, setting forth the action so taken.

ARTICLE V - CONFLICTS OF INTEREST

Section 1. The Conflict of Interest Policy adopted by the Board of Commissioners as Resolution 760 is incorporated herein by reference.

ARTICLE VI - AMENDMENTS

Section 1. **Amendments to By-Laws.** The by-laws of the Authority shall be amended only with the approval of at least five of the Commissioners of the Authority at a regular or a special meeting.