

BYLAWS

TALLAHASSEE HOUSING AUTHORITY

Article I

The Authority

- 1.1 Creation of Authority:** The Authority herein is created by Florida Statutes, Chapter 421, *et seq.*, and the City of Tallahassee Resolution dated June 18, 1946, entitled "Declaring the Need for a Housing Authority in the City of Tallahassee, Florida."
- 1.2 Name of Authority:** The name of the Authority shall be the Tallahassee Housing Authority (hereinafter "the Authority").
- 1.3 Location of Principal Office:** The principal office of the Authority shall be at such place or places in the City of Tallahassee, Florida, as the Authority by appropriate vote of its Commissioners may from time to time designate by resolution.
- 1.4 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.
- 1.5 Powers of the Authority:** The powers of the Authority are set forth in the Laws of Florida, Chapter 421.08, and applicable state, federal and local laws relating to such authorities.
- 1.6 Governing Body:** The governing body of the Authority shall consist of a Board of Commissioners (hereafter "the Board") to be appointed pursuant to applicable state, federal and local laws. Per adoption by the City Commission, June 10, 1998, the Board shall consist of seven (7) Commissioners, of which at least one shall be a resident who is current in rent in a housing project or a person of low or very low income who resides within the housing authority's jurisdiction and is receiving rent subsidy through a program administered by the authority or public housing agency that has jurisdiction for the same locality served by the housing authority.

Article II

## **Officers and Duties**

**2.1 Title:** The officers of the Authority shall consist of a Chairman/woman, Vice Chairman/woman, and a Secretary. The Executive Director shall serve as Secretary of the Authority as part of his/her duties as Executive Director.

**2.2 Term of Office:** The Chairman/woman and Vice Chairman/woman shall be elected by the Board from its own membership at the annual meeting of the Authority in June/July and shall take office at that meeting. Term of office shall be for the period of one (1) year or until their successors have been duly elected and qualified. The Chairman/woman and Vice Chairman/woman may not serve more than three (3) consecutive terms in one office but may be re-elected to the same office after the passage of one year. In certain circumstances and at the discretion of the majority vote of the Board, the chairperson may be re-elected for a fourth term. The Executive Director shall serve as Secretary and shall be appointed by the Authority. Any person appointed to fill the office of Secretary, or any vacancy therein, shall have such term as the Authority fixes, but no Commissioner of the Authority shall be eligible for this office except as a temporary appointee.

**2.3 Vacancies:** Should the Chairman/woman or Vice Chairman/woman resign his/her office voluntarily or become ineligible to hold office, the vacancy for the remaining term so created in this office shall be filled by the Board from among its other members at the next regular meeting and such election shall be for the unexpired term of said office.

**2.4 Chairman/woman:** The Chairman/woman shall preside at all meetings of the Board. Except as otherwise authorized in section 2.5, the Chairman/woman shall sign all documents, deeds, contracts and other instruments made by the Authority. At each meeting, the Chairman/woman shall submit to the Board such recommendations and information as he/she may consider proper concerning the business, affairs and policies of the Authority.

**2.5 Vice Chairman/woman:** The Vice Chairman/woman shall perform the duties of the Chairman/woman Pro Tem in the absence or incapacity of the Chairman/woman, and in case of the resignation or death of the Chairman/woman, the Vice Chairman/woman shall perform such duties as are imposed on the Chairman/woman until such time as the Board shall appoint a new Chairman/woman. Should both the Chair and Vice Chair be absent, incapacitated, resign, or die, the position of Chairman/woman

or Vice Chairman/woman will be filled by the active Commissioner(s) of most seniority.

**2.6 Executive Director/Secretary:** In his/her capacity as Secretary, the Executive Director shall keep the records of the Authority, shall act as secretary of the meetings of the Board and record all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his/her office. The Executive Director is authorized to appoint a recording secretary for the purpose of taking minutes and sending notices. He/she shall keep in safe custody 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 Executive Director shall have the care and custody of all funds of the Authority and shall deposit same in the name of the Authority in such bank or banks as the Authority shall select. The Secretary shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Authority; all such orders and checks shall be countersigned by the Chairman/woman. The Executive Director shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority a brief financial report at each regular meeting and a detailed financial report on a quarterly basis. He/she shall give bond for the faithful performance of his/her duties as the Board may determine.

The compensation of the Executive Director shall be determined by the Board, provided that a temporary appointee selected from among the Board of the Authority shall serve without compensation (other than payment of necessary expenses).

The Executive Director of the Authority shall have general supervision over the administration of the business and affairs of the Authority, including personnel matters (hiring, firing, and discharge of employees of the Authority), subject to the direction of the Board. He/she shall be charged with the management of the housing projects of the Authority. It is intended that the Executive Director will function as the Chief Executive Officer and Chief Financial Officer, as those positions are normally understood in domestic corporations, with full authority to hire appropriate personnel to perform day-to-day executive functions under his/her direction and control.

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

**2.8 Additional Personnel:** The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the Housing Authorities Law of Florida, as amended, and all other laws of the State of Florida applicable thereto. The selection and compensation of such personnel (including the Secretary) shall be determined by the Authority, subject to the laws of the State of Florida.

### **Article III**

#### **Meetings**

**3.1 Annual Meeting:** The annual meeting of the Authority shall be held in conjunction with the regularly scheduled June/July meeting.

**3.2 Regular Meetings:** Regular meetings may be held with three (3) days notice to all Board members and the news media at such times and places as may be determined by the Board.

**3.3 Special Meetings:** The Chairman/woman, or the Vice Chairman/woman acting in the absence of the Chairman/woman, may when he/she deems it expedient and must, upon the written request of two members of the Board, call a special meeting of the Board for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Authority or may be mailed to the business or home address of each member of the Authority no later than three (3) days prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the call; but, if all of the members of the Authority are present at a special meeting, any and all business may be transacted at such special meeting.

**3.3-1 Telephonic Attendance by Board Members:** Special meetings of the Authority may be held by telephonic conference. The call for a special meeting to the Board members and the notice to the public shall state that the Board members will be present at the meeting by telephonic conference call. The notice shall also describe how interested parties may attend and include the address of the meeting. The Authority may conduct a telephonic conference meeting only when

routine Authority business must be conducted, and a telephonic conference call is the only practical method by which the Board can timely act. The Authority shall provide at the place of the meeting a telephone speaker which will allow those attending the meetings to hear the Board members' comments and vote and for the Board members to hear other Board members and those addressing the Board. At such special telephonic conference meeting, no business shall be considered other than as designated in the call.

**3.3-2 Telephonic Attendance at Regular Meetings:** To the extent permissible by law, a Board member may attend a regularly scheduled meeting of the Authority by telephone, as follows: A Board member may attend no more than two (2) meetings per year by telephone. The obligation to make arrangements for telephonic attendance shall be on the Board member intending to so attend. Should a Board member request to attend a meeting by telephone for reasons of emergency or special circumstance, after already having telephonically attended two (2) Board meetings in any one calendar year, such attendance shall only be authorized by majority vote and consent of the remaining Board members.

**3.4 Quorum:** At all meetings of the Board, a majority of the members of the Board shall constitute a quorum, by way of illustration, at present at least four of the seven Commissioners, for the purpose of transacting business, provided that a smaller number may meet and adjourn at some other time until a quorum is obtained.

**3.5 Order of Business:** At the regular meetings of the Board of the Authority, the following shall be the order of business:

1. Roll Call
2. Presentations (if applicable)
3. Approval of the Minutes of the previous meeting
4. Approval of Action Items
5. Unfinished Business
6. New Business
7. Reports
8. Public/Tenant Concerns

All resolutions shall be in writing and shall be copies in a journal of the proceedings of the Authority.

**3.6 Manner of Voting:** The voting on all questions coming before the Authority shall be by roll call, and the ayes and nays shall be

entered upon the Minutes of such meeting, except in the case of elections when the vote may be by ballot.

**3.7 Absenteeism:** Membership on the Board of Commissioners at present is subject to City Commission Policy No. 110CP, adopted June 24, 1992, and last revised on November 13, 1996.

A member shall be subject to removal by the Mayor when:

- a. a member is absent from 33% of the regularly scheduled meetings in a given calendar year, if such absences are unexcused. Excused absences shall be approved by the Chairman/woman or majority vote of the Board. All absences will be duly recorded in the meeting summary. Absences from emergency or special called meetings will not be recorded against a member in calculating the percentage of absences.
- b. when the Board is notified by staff that a member no longer meets the membership requirements, or
- c. when a member's term expires, or
- d. when a member resigns.

**Note:** Special exceptions on the removal of members for absences may be made by the Chairman/woman of the Committee when the absences are due to health or time-limited extenuating circumstances and the absences do not affect the ability of the Board to maintain a quorum.

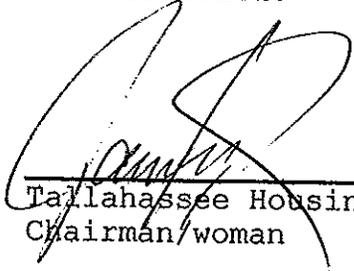
The Board Chairman/woman shall immediately upon receipt of a resignation or when advised of an impending vacancy notify the Mayor, who shall appoint a replacement in accordance with city law.

#### Article IV

##### Amendments to the Bylaws

**4.1 Amendments to the Bylaws:** The Bylaws of the Authority shall be amended only with the approval of at least four of the members of the Authority at a regular meeting or special meeting, but no such amendment shall be adopted unless at least five (5) days written notice has been previously given to all members of the Authority.

**4.2 Bylaws Subject to Periodic Review:** It is intended that the Bylaws shall be reviewed by a review committee every two years, with any proposed changes thereto being presented to the Board for consideration.

  
Tallahassee Housing Authority  
Chairman/woman

  
Executive Director/Secretary

SEAL

Revised by THA Board on 5/18/04  
Revised Section 2.2 by THA Board on 8/15/06

kjc\mis\bylaws.THA2

BYLAWS.THA/C