

**AMENDED AND RESTATED BYLAWS OF
THE HOUSING AUTHORITY OF THE CITY OF WINSTON-SALEM
(Adopted by Resolution Number 2068, May 8, 2018)**

ARTICLE I – THE AUTHORITY

Section 1 – Name

The name of the municipal corporation shall be “The Housing Authority of the City of Winston-Salem” (the “Authority”).

Section 2 – Office

The principal office shall be located at 500 West Fourth Street, Suite 300, Winston-Salem, North Carolina 27101.

Section 3 – Seal

The corporate seal shall consist of a die bearing the name of the Authority.

Section 4 – Powers

The Authority shall have all of the duties, rights, and powers conferred by the North Carolina Housing Authorities Law (*N.C.G.S. § 157, et seq.*), as amended, which duties, rights, and powers shall be vested in a Board of Commissioners (the “Board”).

Section 5 – Fiscal Year

The Authority’s fiscal year shall be the twelve month period ending on September 30 of each year.

ARTICLE II – BOARD OF COMMISSIONERS

Section 1 – Number

The Board shall consist of nine (9) commissioners appointed by the mayor of the City of Winston-Salem in accordance with the North Carolina Housing Authorities Law (*N.C.G.S. § 157-5*). At least one commissioner shall be an individual who is directly assisted by the Authority. If the commissioner directly assisted by the Authority ceases to receive assistance, that commissioner’s office shall be abolished and another individual who is directly assisted by the Authority shall be appointed by the mayor of the City of Winston-Salem as a replacement.

Section 2 – Term

Each duly appointed commissioner shall serve a term of five (5) years unless the commissioner’s office is vacated by death, incapacity, resignation, disqualification, or removal in

accordance with the North Carolina Housing Authorities Law (*N.C.G.S. § 157-8*). Vacancies shall be filled for unexpired terms by appointment of the mayor of the City of Winston-Salem. A commissioner remaining in office at the expiration of his or her appointed term shall continue to hold office until such time as his or her successor has been appointed and has qualified. A commissioner may be reappointed one (1) time unless the initial appointment was to fill an unexpired term, in which case a commissioner may be reappointed two (2) times.

Section 3 – Conflict of Interest

No Board member shall acquire any interest, direct or indirect, in any Authority project or in any property included or planned to be included in any Authority project, nor shall he or she have any interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used in connection with any Authority project. If any Board member owns or controls an interest, direct or indirect, in any property included or planned to be included in any Authority project, he or she shall immediately disclose the same in writing and such disclosure shall be entered upon the minutes of the Authority. Failure to so disclose such interest shall constitute misconduct in office.

The Authority shall maintain a written policy regarding conflicts of interest for commissioners, which each member of the Board shall be provided upon taking office and also each year at the Authority's annual meeting. During the annual meeting, every member of the Board shall provide a written certification of his or her receipt of the policy, as well as a disclosure of any conflicts of interest or potential conflicts of interest.

ARTICLE III - OFFICERS

Section 1 – Identification of Offices

The Board shall elect from among its members a Chair and a Vice-Chair. The Board shall appoint and employ a Chief Executive Officer (i.e., Executive Director), which Chief Executive Officer shall serve as the Secretary and Treasurer. The Chief Executive Officer may, at his or her discretion, establish other executive level positions and delegate duties, including the duties of Secretary and/or Treasurer, to those positions.

Section 2 – Chair

The Board Chair shall preside over all meetings of the Board. Except as otherwise approved by the Board or provided in these Bylaws, the Board Chair is exclusively authorized to sign all contracts, deeds, and other instruments on behalf of the Authority. At each meeting of the Board, the Board Chair shall submit such recommendations and information as he or she considers proper concerning the business, affairs, and policies of the Authority. The Board Chair shall appoint members and a Chair to committees. The Board Chair may, at his or her discretion

and from time to time, convene committees in addition to the standing committees established by these Bylaws. The Board Chair shall designate the date and time of such committee meetings.

Section 3 – Vice-Chair

The Vice-Chair shall perform the duties of the Board Chair, and be vested with the powers of the Board Chair, in the event of the Board Chair's absence or temporary incapacity. In the case of the Board Chair's death, resignation, disqualification, or removal, the Vice-Chair shall perform the duties of the Board Chair, and be vested with the powers of the Board Chair, until such time as the Authority shall select a new Board Chair.

Section 4 – Chief Executive Officer

The Chief Executive Officer shall be the chief administrative officer of the Authority, subject to the direction of the Board. The Chief Executive Officer shall serve as the primary advisor to the Board and he or she shall be charged with managing and directing all functions of the Authority in accordance with applicable laws, rules, and regulations. The Chief Executive Officer may employ other officers, technical experts, agents, and other employees in accordance with the Authority's needs; and he or she shall determine their qualifications, duties, and compensation. The Chief Executive Officer's compensation shall be determined exclusively by the Board.

Except as provided herein and/or precluded by law, rule, or regulation, the Chief Executive Officer (or his or her staff member designee) may execute instruments and contracts in an amount not to exceed that permitted by the United States Department of Housing and Urban Development (which is one-hundred fifty thousand dollars [\$150,000.00] at the time of adoption of these Bylaws). However, all contracts to transfer and/or encumber real property shall be executed exclusively by the Board Chair following Board approval; and all contracts in excess of one-hundred fifty thousand dollars (\$150,000.00) shall also be executed exclusively by the Board Chair following Board approval. Except as provided herein and/or precluded by law, rule, or regulation, the Chief Executive Officer (or his or her staff member designee) is authorized to execute, on behalf of the Authority, any instruments, documents, agreements, contracts, or similar writings as necessitated in and by the Authority's normal course of business.

Section 5 – Treasurer

The Treasurer shall have the care and custody of all funds of the Authority, which shall be deposited in the name of the Authority into such bank or banks as the Authority may select. The Treasurer is authorized to sign all orders and checks for the payment of money. The Treasurer shall keep regular books of accounts showing receipts and expenditures and shall render to the Board, at each regular meeting, an account of all transactions and also of the financial condition of the Authority.

Section 6 – Secretary

The Secretary shall keep the records of the Authority, shall serve as clerk during Board meetings (including any meetings of duly appointed committees), shall record all Board votes, shall keep a record of the proceedings of the Board in a journal of proceedings, and shall perform all duties incident to the office. The Secretary 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.

Section 7 – Election of Officers

The Board Chair and Vice-Chair shall be elected from among the members of the Board by a majority vote of the members of the Board. Except as provided in these Bylaws, the Board Chair and Vice-Chair shall serve in their respective offices so long as they remain members of the Board. The Chief Executive Officer (who is *Ex Officio* Treasurer and *Ex Officio* Secretary) shall not be a member of the Board but shall be selected by the Board from among a pool of qualified candidates and employed by the Authority.

Section 8 – Resignation or Removal

The Board Chair and Vice-Chair may, at any time, resign their respective offices without resigning their position on the Board. The Board Chair or Vice-Chair may be removed from his or her respective office during any meeting of the Board by the affirmative vote of five (5) members of the Board; an officer is prohibited from voting on his or her own removal from office. A member of the Board removed as an officer shall not lose his or her position as a member of the Board solely by virtue of his or her removal as an officer.

Section 9 – Vacancies

Should the office of the Board Chair or Vice-Chair become vacant, the Board shall elect a successor from among the members of the Board by a majority vote of the members of the Board. Such election shall occur at the first regular meeting of the Board following the office becoming vacant. Should the office of the Chief Executive Officer (who is *Ex Officio* Treasurer and *Ex Officio* Secretary) become vacant, the Board shall select a successor as soon as practicable from among a pool of qualified candidates. The Board may choose to appoint an interim Chief Executive Officer to perform the functions of the office while a permanent successor is being identified.

ARTICLE IV – MEETINGS

Section 1 – Annual Meeting

The Annual Meeting shall be held without notice at the principal office of the Authority on the second Tuesday of October at 12:00 p.m. (noon).

Section 2 – Regular Meetings

Regular monthly meetings of the Board shall be held without notice at the principal office of the Authority on the second Tuesday of each month at 12:00 p.m. (noon).

Section 3 – Committee Meetings

Regular monthly meetings of the Development Committee shall be held without notice at the principal office of the Authority on the first Tuesday of each month at 10:00 a.m. Regular monthly meetings of the Finance Committee shall be held without notice at the principal office of the Authority on the first Tuesday of each month at 11:00 a.m.

Section 4 – Cancellation, Rescheduling, or Postponement

Notice of any deviation from the regular meeting schedule established by these Bylaws shall be provided to each Board member by electronic mail as soon as practicable and to the public as required by the North Carolina Open Meetings Law (*N.C.G.S. § 143-318.9, et seq.*), as amended.

Section 5 – Special Meetings

The Board Chair may, when deemed expedient, and shall, upon the written request of two (2) members of the Board, call a special meeting of the Board for the purpose of transacting any business designated in the call for the special meeting. Notice of any special meeting shall be provided to each Board member via electronic mail at least forty-eight (48) hours prior to the special meeting. Notice to the public shall be provided as specified in the North Carolina Open Meetings Law (*N.C.G.S. § 143-318.9, et seq.*), as amended. Only business designated in the call for a special meeting may be transacted at such special meeting.

Section 6 – Emergency Meetings

The Board Chair may, when deemed expedient, and shall, upon the written request of two (2) members of the Board, call an emergency meeting in the event of unexpected circumstances that require immediate consideration by the Board. Notice of any emergency meeting shall be provided to each Board member via electronic mail as soon as practicable. Notice to the public shall be provided as specified in the North Carolina Open Meetings Law (*N.C.G.S. § 143-318.9, et seq.*), as amended. Only business designated in the call for an emergency meeting may be transacted at such emergency meeting.

Section 7 – Quorum

A majority of commissioners in office shall constitute a quorum. When a quorum is in attendance at a meeting, action may be taken by the Board upon a majority vote of the members present.

Section 8 – Order of Business

The Order of Business shall be as determined by the Board Chair and as approved by the Board in the form of a meeting agenda. However, every meeting of the Board shall include, in addition to any other items, a roll call, an approval of the minutes of the previous meeting, and a financial report.

Section 9 – Manor of Voting

Voting on all questions coming before the Board shall be by voice vote and, if not unanimous, the ayes and nays shall be entered and identified upon the minutes and the decision shall be likewise entered. Votes on all matters shall follow a motion, a second, and a discussion; however, matters recommended to the full Board by a committee need not receive a second prior to a call for discussion on the matter. There shall be no proxy voting.

Section 10 – Minutes

Minutes of all meetings of the Board shall be maintained in writing. Actions and resolutions of the Board shall be clearly set out as such.

Section 11 – Remote Participation

One or more commissioners may participate in any meeting of the Board by means of a communications device, software, or system that allows all persons participating in the meeting to hear and speak to one another at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting and be counted for the purpose of determining a quorum. If the Board holds a meeting exclusively by means of a teleconference or other electronic means, the Authority shall provide notice of the same as required by the North Carolina Open Meetings Law (*N.C.G.S. § 143-318.9, et seq.*), as amended, and shall also provide a location and means whereby the public may listen to the meeting.

Section 12 – Ratification

An action or instrument of the Authority shall not be invalid for lack of authorization if the action is ratified by the Board by resolution at a subsequent meeting.

Section 13 – Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by reference to *Robert's Rules of Order*.

ARTICLE V – COMMITTEES

Section 1 – Standing Committees

The Board shall have a Development Committee and a Finance Committee, in addition to any other committees the Board Chair shall establish from time to time.

Section 2 – Committee Assignment

Every member of the Board, except the Board Chair, shall be assigned by the Board Chair to either the Development Committee or the Finance Committee. The Board Chair, at his or her discretion, may choose to assign himself or herself to neither, one, or both of the standing committees. Standing committee members will remain in their assigned committees until reassigned by the Board Chair.

Section 3 – Committee Chairs

As provided in these Bylaws, the Board Chair shall appoint a member of each standing committee to serve as the Committee Chair. Each Committee Chair will serve in that role until removed or reassigned by the Board Chair.

Section 4 – Committee Procedure

A committee will be deemed to have a quorum when a majority of the members assigned to that committee are present. A committee may meet to consider Authority business in the absence of a quorum, but a committee shall not take action in the form of a recommendation to the full Board without a quorum. Every committee's order of business shall approximate as closely as possible that of the full Board, except that a financial report is not required in committee meetings (other than the Finance Committee). Committee meetings are to follow the requirements of the North Carolina Open Meetings Law (*N.C.G.S. § 143-318.9, et seq.*), as amended, irrespective of the number of Board members present at the meeting.

ARTICLE VI – INDEMNIFICATION

It shall be the policy of the Authority to indemnify, to the maximum extent permitted by law, the commissioners and officers (including former commissioners and officers) of the Authority in the event that they (or any one of them) are (is) made, or are (is) is threatened to be made, a party to any threatened, pending, or completed action, suit, or proceeding and any appeal therein (and any inquiry or investigation that could lead to such action, suit, or proceeding), which arises out of their (his or her) action (or failure to act) while serving in the capacity of a commissioner and/or officer; provided, however, that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such

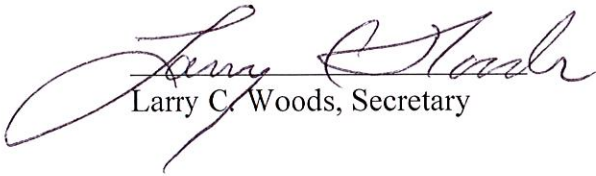
action was in the best interests of the Authority. The Authority shall maintain a directors and officers liability insurance policy in furtherance of the indemnification objective herein stated.

ARTICLE VII – AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws may be adopted only by a majority vote of the Board.

CERTIFICATION

These Bylaws were approved by resolution on May 8, 2018.


Larry C. Woods, Secretary

5/8/2018
Date

