

BY-LAWS OF THE HOUSING AUTHORITY OF THE CITY OF AVON PARK, FLORIDA

ARTICLE I THE AUTHORITY

Section 1. Name of the Authority: The name of the Authority shall be the Housing Authority of the City of Avon Park, Florida.

Section 2. Seal of the 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 the Authority: The executive office of the Authority shall be located in the City of Avon Park, Florida, at such place or places as the Authority may from time to time designate.

ARTICLE II OFFICERS

Section 1. Officers: The officers of the Authority shall be a Chairperson, a Vice-Chairperson, and Secretary, who shall act as the primary advisor to the Board and who shall be the current Executive Director except as otherwise provided herein.

Section 2. Chairperson: The Chairperson of the Board shall preside at all meetings of the Board. The Chairperson shall be responsible for advising and training all members on board decorum, By-laws, and rules. The Chairperson shall also be responsible for resolving disputes as it pertains to the conduct of the meetings and shall be the enforcer of the conduct of the meetings, upon advice of legal counsel to the Authority. The Executive Director shall be responsible for seeing that all resolutions of the Board are carried into effect. The Chairperson of Board shall nominate all members of all Standing and Ad Hoc Committees of the Board and appoint committee Chairpersons, shall have the authority to create any other committee he/she sees fit, and shall be an ex-officio voting member of all committees.

Section 3. Vice-Chairperson: The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and shall perform other such duties as the Board shall prescribe, and, in case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson for the unexpired term of said office.

Section 4. Secretary: The Secretary shall be the primary advisor to the Board, shall attend all meetings of the Board and Committees, except as provided otherwise by these By-Laws, shall keep the records of the Authority, shall act as Secretary of the meetings of the Authority and record all votes, shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purposes, and shall perform all the duties incident to his/her office. The Secretary shall not be a member of the Board and shall not have a vote on the Board.

The Secretary shall keep in safe custody the seal of the Authority and shall affix such seal to all required documents and instruments authorized to be executed on behalf of the Authority.

The Secretary shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Board may select. He/she shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Board. Except as otherwise authorized by Resolution of the Board, all such orders and checks shall be countersigned by the Chairperson of the Board. The Secretary shall keep regular books of accounts showing all receipts and expenditures and shall render to the Board, at each regular meeting (or more often when requested), an account of his/her transactions and also of the financial condition of the Authority. He/she shall give such bond for the financial performance of his/her duties as the Board may determine. The compensation of the Secretary shall be determined by the Board and subject to appropriate approval from the United States Department of Housing and Urban Development (HUD); however, if a temporary appointee is selected from the Board, he/she shall serve without compensation.

The selection, compensation, and discharge of the Secretary shall be determined by the Board, subject to any and all local laws and/or regulations, any and all laws and/or regulations of the State of Florida, and any and all laws and/or regulations of the United States of America, which are applicable thereto.

Any person appointed to fill the office of Secretary, or any vacancy therein, shall have such term as the Board fixes, but no Board member shall be eligible to hold this office except as a temporary appointee.

Section 5. Executive Director: The Executive Director shall, upon assuming the position of Executive Director, become the Secretary of the Authority, as provided by Section 421.05, Florida Statutes, as may be amended. All duties imposed upon and invested in the Secretary shall be performed by the Executive Director. The Executive Director shall be responsible for seeing that all resolutions of the Board are carried out through coordination with the Chairperson. He/she shall have general supervision over the administration of the business and affairs of the Authority, subject to the direction of the Board. He/she shall manage and operate all the Housing Authority properties and programs subject to the direction and such applicable rules and regulations as may be promulgated by the Board and the United States Department of Housing and Urban Development (HUD).

Section 6. 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 so long as said functions are in compliance with the By-Laws, the rules and/or regulations of the Authority, the rules and regulations of the United States Department of Housing and Urban Development (HUD), and all other applicable laws.

Section 7. Elections: The Chairperson and Vice-Chairperson shall be elected at the annual meeting of the Board from among the Board members and shall hold office for one (1) year or until their successors are elected and qualified.

Section 8. Vacancies: Should the offices of Chairperson or Vice-Chairperson become vacant, the Board shall elect a successor from its membership at the next regular meeting, and such elections shall be for the unexpired term of said office. When the office of Secretary becomes vacant, the Board shall choose a successor.

Section 9. Additional Personnel: The Authority may, upon recommendation of its Executive Director, from time to time employ such personnel (staff of the Authority) as it deems necessary to exercise its powers, duties, and functions as prescribed by any and all local laws and/or regulations of the State of Florida and any and all laws and/or regulations of the United States of America, which are applicable thereto. The selection, compensation, and discharge of such personnel (excluding the Executive Director) shall at all times be determined by the Executive Director, subject to overall budget approval by the Board, and additionally subject to any and all local laws and/or regulations, any and all laws and/or regulations of the State of Florida, and any and all laws and/or regulations of the United States of America, which are applicable thereto.

Section 10. Board Member Responsibilities: In addition to any other responsibilities and duties provided for within these By-Laws or otherwise required by law, Board members are charged with providing direction in the establishment and monitoring of a strategic plan for the Housing Authority, which may include, but not be limited to, recommending short- and long-term goals and action plans to provide the basis to obtain said goals. Board members are expected to attend all Board meetings and meetings of any committees of which they are members. Board members are expected to arrive on time, be prepared for the meetings, and notify Authority staff if they are unable to attend a meeting or are unable to arrive on time. Board members are expected to participate in and provide input to Board discussions. Pursuant to Chapter 421, Florida Statutes, as may be amended, and the Annual Contribution Contract between the Authority and HUD, the Resident Commissioner on the Board should also strive to obtain input from the communities whose interests he/she/ represents and share those viewpoints with the Board.

Section 11. Conflicts of Interest: In addition to any and all other applicable conflict of interests requirements created by federal, state, or local law, other than the lease hold interest held by the Resident Commissioner in the housing location in which he/she is a resident or where his/her housing choice voucher is associated with pursuant to that HUD program, no Board member or employee of the Housing Authority shall acquire any interest, direct or indirect, in any housing project or in any property included or planned to be included in any project, nor shall he/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 housing project. To the extent a commissioner or employee of the Housing Authority owns or controls such an interest, direct or indirect, he/she must immediately disclose the same in writing to the Authority. The Authority may implement a written reporting system for conflicts of interest that may require updating when changes occur, but at least annually.

ARTICLE III MEETINGS

Section 1. Annual Meeting: The annual meeting of the Board shall be held on the same date and place as the regular meeting in the month of October. The time of such meeting shall be immediately prior to the scheduled starting time of the regular meeting. The purpose of the annual meeting shall be to elect officers, receive reports of officers and committees, and to conduct any other business which the Board may deem necessary. The annual meeting shall be notified to each member of the Board electronically and to the public in compliance with the State of Florida's Government-in-the-Sunshine laws, as may be amended.

Section 2. Regular Meeting: Regular meetings of the Board may be held at the principal office or other such location as may be designated by the Board, at such time and date as may be determined by resolution of the Board. Regular meetings shall be notified to each member of the Board electronically and to the public in compliance with the State of Florida's Government-in-the-Sunshine laws, as may be amended.

Section 3. Special Meetings: Either the Chairperson of the Board or the Executive Director may, if he/she deems it expedient, or shall upon the written request of two (2) members of the Board through the Executive Director, call a special call meeting of the Board for the purpose of transacting the business designated in the call. The call for a special meeting shall be notified to each member of the Board electronically and to the public be notified to each member of the Board electronically and to the public in compliance with the State of Florida's Government-in-the-Sunshine laws, as may be amended. At the special meeting, no more than two (2) items of business can be transacted, as designated in the call notification.

Section 4. Emergency Meeting: The Chairperson of the Board, or Vice-Chairperson in the event the Chairperson is unavailable, upon emergency may call an emergency meeting. An Emergency meeting shall be notified to each member of the Board electronically. Upon advice of legal counsel to the Authority and with consideration given to the emergency at hand, notice and quorum may be waived for the Board to conduct business. No more than one (1) item of business can be transacted at an emergency meeting.

Section 5. Attendance at Meetings: Board members are generally expected to attend all meetings of the Board and excessive absences will be cause for recommendation for removal of the Board member from the Board, as provided in Chapter 421, Florida Statutes, as may be amended. "Excessive absences" which ordinarily will subject a Board member to recommendation for removal are herein defined as:

- A. Absence from any three (3) consecutive regular meetings of the Board, or
- B. Absences from more than forty percent (40%) of the regular meetings of the Board during the course of a year.

However, for good cause shown, such as major illness or other exigent circumstances, this requirement may be waived or modified by majority vote of the Board. For the purposes of this Section, attendance by electronic or telephonic means is considered attendance at a meeting.

Section 6. Quorum: At all Annual, Regular, Special, and/or Committee meetings of the Board, a majority of the members of the Board and/or members of the Committee physically present at the meeting shall constitute a quorum for the purpose of transacting business, as required by the State of Florida's Government-in-the-Sunshine laws, as may be amended. A majority of those present may transact any business or adopt any resolutions or any matter for discussion before any meeting, provided that a smaller number may meet to receive reports and/or information that requires no voting by the Board or adjourn to some other time or until a quorum is obtained.

Section 7. Meeting Agenda: The agenda is created by the Chairperson of the Board and the Executive Director. If a Board member wishes to add an item to the Agenda, the Board member must advise the Executive Director of said request not later than five (5) days prior to the publication

of the public notice of said agenda. The agenda item will be added, time permitting, to the upcoming general meeting of the Board agenda, but not later than the second general meeting of the Board agenda after the request has been made.

Section 8. Board Meeting Package: The Executive Director shall make every reasonable effort to provide the monthly Board meeting package for Regular meetings containing relevant resolutions and background materials relative thereto, reports and other information relative to that month's meeting electronically to all Board members not later than seven (7) days prior to the meeting.

Section 9. Manner of Voting: The voting on all questions coming before the Board shall be by roll call, and the yeas and nays shall be entered upon the minutes of such meeting.

Section 10. Minutes: Minutes shall be recorded in accordance with the State of Florida's Government-in-the-Sunshine laws, as may be amended. Audio and/or visual recordings of all meetings of the Authority are recommended, but not required by applicable laws of the State of Florida.

ARTICLE IV COMMITTEES

Section 1. Committees: The Board shall establish Standing Committees, which shall exist and function continuously until abolished or altered by Resolution of the Board, and Ad Hoc Committees, which shall exist and function until such time that the assignment of the Ad Hoc Committee is completed as established by Resolution of the Board.

No committee member shall be authorized to give instruction to Authority employees, nor act on behalf of the Board without specific authorization from the Board at a regular, special, or emergency meeting of the Board.

Committee members shall perform tasks assigned by the Board and shall make a recommendation on policy to the Board through written reports distributed prior to the meetings of the Authority or, if necessary, through oral reports at meetings. Committee members may interpret policy, advise employees of the Authority, and otherwise serve as a resource to employees of the Authority in the fulfillment of their duties. If, at any time, employees of the Authority believe a Board member or a committee is acting contrary to the policies adopted by the Board, the Executive Director may request the Board member or committee to ask the full board to ratify the action in question.

The Executive Director or designee shall be notified of all Committee meetings and shall be present in an ex-officio advisory capacity, except as otherwise provided for in these By-laws. Ad Hoc Committee members shall serve for the duration of the Ad Hoc Committee, but in no event longer than two (2) years.

Section 2. Ad Hoc Committees: The Board may from time to time establish Ad Hoc Committees to review and make recommendations to the Board on issues of specific interest to the Board.

Membership: Ordinarily, membership on any Ad Hoc Committee shall not be limited in number and may include non-members of the Board. Members shall be nominated by the Chairperson of the Board and confirmed by the majority of the Board. The Chairperson of

the Committee shall be named by the Chairperson of the Board. Committee members will serve for the duration of the Ad Hoc Committee, but in no event longer than two (2) years.

Duration of Committee: The duration of any Ad Hoc committee shall be established by the Board.

Section 3. Additions, Deletions and Structure: Any changes to the structure of the committees and/or additions or deletions of members of the Committees shall occur only by Resolution of the Board.

ARTICLE V EXECUTIVE SESSIONS

Section 1. Public Meetings: All meetings of the Board and Committee meetings, where two (2) or more Commissioners are present, shall be in public session and shall be accessible to all members of the public and all members of the media, and shall comply with the State of Florida's Government-in-the-Sunshine laws, as may be amended, upon advice of legal counsel to the Authority.

Section 2. Parliamentary Procedure: The rules contained in the current edition of Robert's Rules of Order Newly Revised, as may be amended, shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these By-laws or any applicable federal, state, and local laws, including but not limited to the State of Florida's Government-in-the-Sunshine laws, as may be amended. If it is determined that there is inconsistency with these By-laws or any applicable federal, state, and local laws, including but not limited to the State of Florida's Government-in-the-Sunshine laws, as may be amended, upon advice of legal counsel to the Authority Robert's Rules of Order Newly Revised, as may be amended, shall not be controlling. Failure to follow the parliamentary rules of procedures as prescribed in Robert's Rules of Order Newly Revised, as may be amended, shall not in and of itself invalidate any action taken by the Board, as long as the Board has otherwise complied with these By-laws and any applicable federal, state, and local laws, including but not limited to the State of Florida's Government-in-the-Sunshine laws, as may be amended.

ARTICLE VI APPLICABLE LAWS AND/OR REGULATIONS

Compliance: The By-Laws of the Authority are intended to reflect the commitment of the Authority and the Board to comply with any and all applicable local laws and/or regulations, any and all applicable laws and/or regulations of the State of Florida, and any and all applicable laws and/or regulations of the United States of America which are applicable thereto.

ARTICLE VII AMENDMENTS

Amendments to By-Laws: The By-Laws of the Authority shall be amended, altered, or new By-Laws adopted only upon the affirmative vote of two-thirds (2/3rds) of the entire Board at a regular or special meeting, but no such amendment, alteration, repeal, or proposed new By-Laws shall be adopted unless at least seven (7) days electronic notice thereof has been previously given to all of the members of the Board.

ARTICLE VIII
COMMISSIONERS TRAINING

Recommended Training: All Board members are strongly encouraged to take advantage of training programs offered by affordable housing industry organizations. Annual participation in these types of programs will enable Board members to continue to understand their roles, enhance their ability to carry out their fiduciary responsibilities, and further understand current trends in the affordable housing industry.

Date Adopted: _____

Attest:

Chairperson

Secretary