AMENDED AND RESTATED
BYLAWS FOR THE HOUSING AUTHORITY
OF THE CITY OF FORT LAUDERDALE, FLORIDA

ARTICLE I
THE AUTHORITY

Section 1. **Name of the Authority:** The name of the Authority shall be HOUSING AUTHORITY OF THE CITY OF FORT LAUDERDALE (the "**Authority**").

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 or central offices of the Authority shall be at 437 SW 4th Avenue, Fort Lauderdale, FL 33315, in the City of Fort Lauderdale, Florida (the "**City**"), but the Authority may have offices at such other place or places as the Authority may from time to time designate by resolution.

Section 4. **Powers of the Authority**: The Authority shall have all powers and duties conferred upon it by Applicable Law (defined in Article VIII herein), including, but not limited to, Chapter 421, Florida Statutes. The powers of the Authority shall be vested in the Authority's Board of Commissioners (the "**Board**").

ARTICLE II
MEMBERS OF THE BOARD OF COMMISSIONERS

Section 1. **Board Membership:** Membership on the Board shall be governed by the following provisions:

a) **Appointment**: The Mayor shall appoint members of the Board ("**Commissioners**"), with the approval of the City Commission. There shall be no fewer than 5 persons, and no more than 7 persons, serving as Commissioners. Each Commissioner shall be appointed for a 4-year term, except that a vacancy shall be filled for the unexpired term by an appointment by the Mayor with the approval of the City Commission within 60 days after such vacancy occurs. A Commissioner shall hold office until a successor has been appointed and qualified.

b) **Tenant-Commissioner**: At least one Commissioner 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 Authority ("**Tenant-Commissioner**"), which Commissioner shall be appointed at the time a vacancy exists if the Board does not already include a Tenant-Commissioner. The cessation of a Tenant-Commissioner's tenancy in a housing project or the cessation of rent subsidy shall remove such Tenant-Commissioner from office, and another person meeting the qualifications required for the office shall be appointed for the unexpired portion of the term. After all reasonable efforts have been made and documented, if the Commissioners find that no housing project resident or rent subsidy recipient is available to serve as a Tenant-Commissioner, the existing vacancy shall then be filled through the normal appointment procedures set forth in these Bylaws. However, such normal appointment shall not preclude the requirement to exercise diligence in all succeeding vacancies to attempt to first appoint a Tenant-Commissioner until at least one Tenant-Commissioner has been appointed.

c) **Not a City Officer or Employee**: No Commissioner may be an officer or employee of the City.

Section 2. **Compensation**: Commissioners, including the Chair and Vice-Chair (both defined in Article III herein) in their capacities as such, shall receive no compensation for his/her service but shall be entitled to necessary expenses, including travel expenses incurred in the discharge of his/her duties.

Section 3. **Removal**: A Commissioner may be removed by the Mayor with the concurrence of the City Commission, for inefficiency or neglect of duty or misconduct in office; provided such a Commissioner shall not be removed until after he/she shall have been given a copy of the charges at least 10 days prior to the hearing thereon and had an opportunity to be heard in person or by counsel. The Board may recommend the removal of a Commissioner to the Mayor, the City Commission, or other appropriate City official.

ARTICLE III
OFFICERS

Section 1. **Officers:** The officers of the Authority shall include, but not be limited to, a Chair, a Vice-Chair and a Secretary-Treasurer (who shall also serve as Executive Director).

Section 2. **Chair:** The Chair of the Board shall preside at all meetings of the Board. Except as otherwise authorized by resolution of the Board or as otherwise provided in these Bylaws, the Chair shall sign all contracts, deeds, and other instruments on behalf of the Authority. The Chair of the Board shall be an ex-officio member of any committees of the Board. At each Board meeting, the Chair shall submit such recommendations and information as the Chair may consider proper concerning the business, affairs, and policies of the Authority. It shall be the responsibility of the Chair to assure that each new appointee to the Board is provided an appropriate and complete orientation to the duties and responsibilities of a Commissioner of the Authority.

Section 3. **Vice-Chair:** The Vice-Chair shall perform the duties of the Chair in the in the absence or incapacity of the Chair, and in the case of the resignation or death of the Chair, the Vice-Chair shall perform such duties of the Chair until such time as the Board shall appoint a new Chair. The Vice-Chair shall perform any other duties as the Board shall prescribe.

Section 4. **<u>Secretary-Treasurer</u>:**

a) The Secretary-Treasurer, who shall not be a Commissioner, shall attend all meetings of the Board and committees of the Authority, except as provided otherwise by these Bylaws, 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 purpose, and shall perform all the duties incident to his/her office, including, but not limited to, filing reports with the City clerk regarding the Authority's activities for the preceding year as prescribed by section 421.22, Florida Statutes. The Secretary- Treasurer shall keep in safe custody the seal of the Authority and shall affix such seal to all contracts and instruments authorized to be executed on behalf of the Authority.

b) The Secretary- Treasurer 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. The Secretary-Treasurer shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of the Board. The Secretary-Treasurer shall keep regular books of accounts showing 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.

c) The compensation of the Secretary-Treasurer shall be determined by the Board and subject to all Applicable Law, including applicable regulations as may be promulgated by the United States Department of Housing and Urban Development ("**HUD**"), provided that a temporary appointee selected from the Board, with prior HUD approval, shall serve without compensation, other than the payment of necessary expenses.

d) The Secretary-Treasurer shall perform the duties of the Vice-Chair in the in the absence or incapacity of the Vice-Chair, and in the case of the resignation or death of the Vice-Chair, the Secretary-Treasurer shall perform such duties of the Vice-Chair until such time as the Board shall appoint a new Vice-Chair.

Section 5. **<u>Executive Director</u>:** The Secretary-Treasurer shall be the Executive Director and shall have overall supervision over the administration of the business and affairs of the Authority, subject to the policies, direction, and/or approval of the Board. The Secretary-Treasurer shall be charged with the management of the housing projects of the Authority, subject to the direction and/or approval of the Board. The Executive Director shall be responsible to see that all resolutions of the Board are carried into effect, through coordination with the Chair.

Section 6. **<u>Additional Duties</u>:** The officers of the Authority shall perform such other duties and functions as may from to time be required by the Board, these Bylaws, or the rules and/or regulations of the Authority.

Section 7. **Election or Appointment:**

a) Except as otherwise provided in these Bylaws, the Chair and Vice-Chair shall be elected at the annual meeting of the Board from among the Commissioners and shall hold office for one (1) year or until their successors are elected and qualified.

b) The Secretary-Treasurer shall be appointed by the Board as an employee of the Authority, either on a temporary or full-time basis, as provided in these Bylaws. Any person appointed to fill the office of Secretary-Treasurer, or any vacancy therein, shall have such term as the Board fixes but no Board member shall be eligible for this office except as a temporary appointee.

Section 8. **Vacancies:** Should the offices of Chair or Vice-Chair 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 or until the next annual meeting of the Board, whichever is sooner. When the office of Secretary-Treasurer becomes vacant, the Board shall appoint a successor as provided in Article III, Section 7(b) hereof.

Section 9. **Additional Personnel:** The Authority, through the Board, may, from time to time, upon the recommendation of the Executive Director, employ such personnel who it deems necessary to exercise its powers, duties, and functions as prescribed by Applicable Law. The selection and compensation of such personnel (excluding the Secretary-Treasurer/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 Applicable Law. Subject to Board approval, the officers of the Authority may delegate any of their powers or responsibilities to additional personnel as necessary, except that the Chair and Vice-Chair may not delegate their powers and responsibilities pertaining to attendance of Board meetings.

ARTICLE IV
PROHIBITED INTERESTS OF COMMISSIONERS AND EMPLOYEES

Section 1. **Prohibited Interests**. Except for the leasehold interest held by a Tenant-Commissioner in the housing project in which he/she is a tenant, no Commissioner or employee of the 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. If a Commissioner or employee of the Authority owns or controls an interest, direct or indirect, in any property included or planned to be included in any housing project, he/she shall immediately disclose the same in writing to the Authority. Such disclosure shall be entered upon the minutes of the Authority. Failure so to disclose such interest constitutes misconduct in office.

ARTICLE V
MEETINGS

Section 1. **Annual Meeting:** Unless changed by resolution of the Board, the annual meeting of the Board shall be held on the second Wednesday of May at 5:00 p.m. at the regular meeting place of the Board. 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.

Section 2. **Regular Meetings:** Regular meetings of the Board may be held at such time and location as may be designated from time to time by resolution of the Board.

Section 3. **Special Meetings:** The Chair may, when he/she deems it expedient, and shall, upon the written request of two or more Commissioners, call a special meeting of the Board for the purpose of transacting the business designated in the call. The call for a special meeting may be delivered to each Commissioner or may be mailed to the business or home address of each Commissioner at least two (2) days prior to the date of such special meeting. By unanimous consent of all Commissioners, notice of special meetings may be waived, with advice of the counsel to the Authority as to compliance with Applicable Law.

Section 4. **Attendance at Meetings:** Commissioners are generally expected to attend all meetings of the Board. Excessive absences will be cause for recommendation for removal of the Commissioner from the Board as provided in Article II, Section 3 hereof and Chapter 421, Florida Statutes. "**Excessive Absences**" which ordinarily will subject a Commissioner to recommendation for removal is herein defined as:

a) Absence from any 3 consecutive regular meetings of the Board, or

b) Absence from more than 25% of the regular and special meetings of the Board within any 12-month period.

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. The Chair and the Secretary-Treasurer shall be responsible for monitoring and enforcement of this policy.

Section 5. **Quorum:** At all meetings of the Board a majority of the Commissioners shall constitute a quorum for the purpose of transacting business. A majority of those present may transact any business or adopt any resolutions on any matter for discussion before any meeting; provided that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Section 6. **Order of Business:** At the regular meetings of the Board the following shall normally be the order of business:

a) Call to Order

b) Roll Call

c) Review and approval of the minutes of the previous meeting(s)

d) Special Guest/Staff/Committee Presentations (if necessary)

e) Public Input (3-minute time limit)

f) Report of the Executive Director

g) Financial Update

h) Old Business

i) New Business

j) Adjournment

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Board.

Section 7. 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.

ARTICLE VI
COMMITTEES

Section 1. Powers and Responsibilities:

a) From time to time, the Board may create committees and empower them to perform certain functions that assist the Board in the performance of its powers and duties. Committee members shall be appointed by the Board, and committee members may include only Commissioners.

b) From time to time, the Board may call for committees to meet to address pertinent issues which may come before the Board. All committees shall serve only in an advisory capacity to the Board. No committee member shall be authorized to give instruction to Authority employees or act on behalf of the Board without specific authorization from the Board at a meeting of the Board.

c) Committee members shall perform tasks assigned by the Board and shall make recommendations on policy to the Board through written reports distributed prior to meetings of the Authority, or as necessary, through oral reports at meetings.

d) The Executive Director shall be notified of all committee meetings and shall be present thereat in an ex-officio capacity.

e) All committee meetings will comply with Applicable Law, including applicable Government in the Sunshine laws and/or regulations, upon advice of counsel to the Authority.

Section 2. Additions, Deletions and Structure: Any changes to the structure of committees and/or additions or deletions of members of the Committees shall occur only by resolution of the Board.

ARTICLE VII
PUBLIC MEETING PROCEDURE

Section 1. **Public Meetings:** All Board meetings and committee meetings where two (2) or more Commissioners or Commissioners-elect 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 Applicable Law, including applicable Government in the Sunshine laws and/or regulations, upon advice of counsel to the Authority.

Section 2. **Parliamentary Procedure:** The current edition of Robert's Rules of Order, as may be amended in the future, shall be the parliamentary procedure followed by the Board and all committees of the Board, except where such parliamentary procedure conflicts with Applicable Law, including applicable Government in the Sunshine laws and/or regulations, upon advice of counsel to the Authority.

ARTICLE VIII
APPLICABLE LAWS AND/OR REGULATIONS

Section 1. **Compliance:** These Bylaws are intended to reflect the commitment of the Authority and the Board to comply with 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 ("**Applicable Law**"). Accordingly, the Authority and the Board shall comply with all Applicable Law, notwithstanding any contrary provision of the Bylaws.

ARTICLE IX
AMENDMENTS

Section 1. **Amendments to Bylaws:** The Bylaws of the Authority shall be amended, altered, or new Bylaws adopted only upon the affirmative vote of two-thirds of the entire Board at the Annual Meeting or a regular or special meeting, but no such amendment, alteration, repeal or proposed new Bylaws shall be adopted unless at least seven (7) days' written notice thereof has been previously given to all of the Commissioners. Any amendments to these Bylaws should come before the Board in draft form for review at the Board meeting preceding the meeting at which the amendments to these Bylaws are to be voted on.