

**BY-LAWS OF THE
ANN ARBOR HOUSING COMMISSION
AMENDED AND RESTATED AS OF JULY 20, 2011**

TABLE OF CONTENTS

ARTICLE I — THE COMMISSION	1
SECTION 1. CREATION AND NAME OF THE ANN ARBOR HOUSING COMMISSION	1
SECTION 2. OFFICES OF THE COMMISSION	1
SECTION 3. FISCAL YEAR	1
SECTION 4. MISSION STATEMENT	1
ARTICLE II — BOARD OF COMMISSIONERS	2
SECTION 1. GENERAL POWERS	2
SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS	2
SECTION 3. RESIGNATION	2
SECTION 4. COMPENSATION	3
SECTION 5. ADDRESS FOR NOTICE PURPOSES	3
SECTION 6. POWERS AND DUTIES	4
ARTICLE III — OFFICERS	5
SECTION 1. OFFICERS	5
SECTION 2. PRESIDENT	5
SECTION 3. VICE-PRESIDENT	6
SECTION 4. EXECUTIVE DIRECTOR	6
SECTION 5. SECRETARY	7
SECTION 6. ADDITIONAL DUTIES	8
SECTION 7. ELECTION OR APPOINTMENT	8
SECTION 8. VACANCIES	8
ARTICLE IV — MEETINGS	8
SECTION 1. PUBLIC MEETINGS AND NOTICES - GENERAL	8
SECTION 2. REGULAR MEETINGS	9
SECTION 3. ANNUAL MEETING	9
SECTION 4. SPECIAL MEETING	9
SECTION 5. QUORUM	10
SECTION 6. MANNER OF VOTING AND RESOLUTIONS	10
SECTION 7. RULES OF PARLIAMENTARY PROCEDURE	10
SECTION 8. OPEN MEETINGS AND CLOSED SESSIONS	11
SECTION 9. PUBLIC COMMENTARY	11
ARTICLE V - BY-LAWS	12
ARTICLE VI - AUDITS	13
ARTICLE VII - STATEMENT OF IMMUNITY	13

**BY-LAWS OF THE
ANN ARBOR HOUSING COMMISSION
AMENDED AND RESTATED AS OF JULY 20, 2011**

ARTICLE I — THE COMMISSION

Section 1. Creation and Name of the Ann Arbor Housing Commission

A commission has been created, known as the Ann Arbor Housing Commission (sometimes the “Commission”) under the authority of Act 18, Michigan Public Acts of 1933 (Extra Session), as amended, and the Ann Arbor City Charter.

Section 2. Offices of the Commission

The principal office of the Commission is located at 727 Miller Avenue, Ann Arbor, Michigan 48103. The Board of Commissioners may designate other locations within the State of Michigan as Commission offices, as the business of the Commission may require from time to time.

Section 3. Fiscal Year

The fiscal year of the Commission shall begin on July 1 of each year and end on June 30 of the following year.

Section 4. Mission Statement

The Board of Commissioners of the Ann Arbor Housing Commission adopts the following as its Mission Statement:

The Ann Arbor Housing Commission seeks to provide desirable housing and related supportive services for low-income individuals and families on a transitional and permanent basis. AAHC will work in partnership with other housing and service providers to build healthy residential communities and promote an atmosphere of pride and responsibility.

ARTICLE II — BOARD OF COMMISSIONERS

Section 1. General Powers

The business and affairs of the Commission shall be managed by its Board of Commissioners consistent with the Mission Statement.

Section 2. Number, Tenure, and Qualifications

A. The number of Commissioners shall be five (5), as required by law.

B. The Commissioners shall be appointed by the Mayor of the City of Ann Arbor with the approval of the Ann Arbor City Council, as required by law. The original Commissioners were appointed in staggered terms; the staggering of terms shall be maintained, with each Commissioner appointed for a five-year term unless appointed to fill a vacancy, in which case the appointment shall be for the remainder of the term being filled.

C. At least one Commissioner must be a resident of public housing or a participant in the Section 8 program.

D. The Executive Director, while serving as Executive Director, shall not be a member of the Board of Commissioners.

E. No Commissioner shall be allowed to hold over for more than sixty (60) days beyond the term of office for which he or she was appointed, except the Ann Arbor City Council may extend the term for periods of 90 days upon the recommendation of the Mayor and vote of at least 6 members of Council.

Section 3. Resignation

A. Any Commissioner may resign at any time by giving a written resignation to the Mayor of the City of Ann Arbor with a copy to the Executive Director. The Executive Director shall provide a copy to any other Commissioner requesting it. A resignation is effective on the date stated in the resignation, or if none is stated then upon receipt of the written resignation by the Mayor of the City of Ann Arbor.

B. A Commissioner shall be deemed to have resigned if the Commissioner fails to attend three consecutive Regular Meetings (as defined in Article IV Section 2), unless good cause for the absences and continuing interest in participation by the Commissioner in question is recognized by the Board as follows: (1) When a Commissioner has failed to attend three consecutive Regular Meetings, the President shall notify him or her in writing that his or her position will be declared vacant at the next Regular Meeting unless the Commission determines there has been good cause for the Commissioner's absences and that the Commissioner continues to be interested in participation on the Commission. (2) At the Regular Meeting following such notice, the Board shall either find the existence of good cause and continuing interest by the Commissioner in question, or shall accept the deemed resignation of the Commissioner effective immediately and shall declare the position vacant. (3) If the position is declared vacant, the President will notify the Mayor of the City of Ann Arbor and request the Mayor to appoint a new Commissioner.

Section 4. Compensation

Commissioners shall serve without compensation. Commissioners shall be reimbursed for reasonable expenses of travel, conference costs, and other out-of pocket expenses incurred in carrying out commission business, provided the activity has been approved by the full Board and the Commissioner submits appropriate receipts and expense reports to the Executive Director.

Section 5. Address for Notice Purposes

Each Commissioner shall inform the Executive Director of the mail or electronic address at which he or she will receive notices, meeting materials, and other correspondence and documents relating to Commission business. When any notice or other information is required to be given to a Commissioner, it shall be deemed to have been given when sent to the electronic or mail address provided by the Commissioner pursuant to this Section.

Section 6. Powers and Duties

Without limiting in any way the powers and rights the Commission has, the Commission is specifically authorized to do the following:

- A. Take appropriate and necessary steps to accomplish the Commission's Mission.
- B. Meet and comply with all requirements and guidance of programs, grants, incentives, and opportunities of the United States Department Housing and Urban Development ("HUD").
- C. Make use of financing or sponsorship reasonably available by gift, grant, bequest, contract, investment, or otherwise, with the primary purpose of providing broad flexibility in solving any problem while maintaining the basic principle that programs pay for themselves as much as practical.
- D. Make broad studies of the causes of unsafe, unsanitary, overcrowded, discriminatory, and inadequate housing in the City of Ann Arbor, and recommend and implement programs, projects and activities to combat and eradicate such causes.
- E. Stimulate private businesses, faith based institutions, civic groups, and others to work to solve low-income housing problems in and around Ann Arbor by means of their own efforts and, where advisable, in cooperation with the Commission.
- F. Enter into cooperative arrangements with other entities, including government agencies, school districts, municipal corporations, universities, welfare and benevolent organizations, and any other appropriate organizations or institutions that will assist and promote in any way the basic Mission of this Commission.
- G. Recruit, select, hire, and evaluate the Executive Director.

H. Set the compensation of the Executive Director, and recommend and advocate for compensation levels of other employees, who are employed by the City of Ann Arbor and assigned to the Commission, as may be appropriate.

I. Advocate for changes in laws or public policies consistent with the Commission's Mission Statement.

J. Appoint an acting Executive Director in the absence of the Executive Director.

K. Educate itself in matters relevant to its role, including poverty, low-income housing, housing regulation and policy, and public board governance. Education may be by any appropriate means, including reading, training, field observation, and consultation with experts.

L. Retain professionals as appropriate, including lawyers, accountants, auditors, housing consultants, investment advisors, and board development professionals.

ARTICLE III — OFFICERS

Section 1. Officers

The Officers of the Commission shall be a President, a Vice-President and an Executive Director. The Executive Director shall also be the Secretary of the Commission.

Section 2. President

A. The President shall preside at all meetings of the Commission. At each meeting, the President shall submit such recommendations and information as he or she may consider proper concerning the business affairs, operations, and policies of the Commission. ~~The President shall sign a copy of each Resolution passed by the Board.~~

B. The President may create any committee, and may appoint one or more Commissioners to serve on any committee, to research and analyze issues of concern to the Commission, to perform work of the Board, and to make recommendations to the full Board.

- C. The President shall carry out the other duties assigned in these By-Laws.

Section 3. Vice-President

The Vice-President shall perform the duties of the President in the absence or incapacity of the President. In the case of the resignation or death of the President, the Vice-President shall perform such duties as are the obligations of the President until the Commission elects a new President.

Section 4. Executive Director

The Executive Director shall be the Chief Executive Officer of the Commission and shall have general executive responsibility over all the administration of the business affairs and operations of the Commission. The Executive Director shall report directly and be subject to the directions of the Board of Commissioners. The Executive Director is responsible for the following specific duties and responsibilities, and any other duties and responsibilities as may be necessary to carry out the business and operations of the Commission or as the Board may direct. The Executive Director shall assure the appropriate conduct of all matters within his or her responsibility, and may meet this obligation by delegating matters to appropriate staff and providing sufficient supervision and guidance to staff in carrying out these responsibilities, including:

- A. The conduct of the business and operational affairs of the Commission pursuant to the established programs, procedures, and guidelines of HUD, including the management of low-rent public housing programs and Section 8 rental programs.
- B. The conduct of the business and operational affairs of the Commission pursuant to the appropriate programs, procedures, and guidelines of City of Ann Arbor.
- C. The proper care and custody of the funds of the Commission and their deposit in accounts held in the name of the Ann Arbor Housing Commission in such bank or financial institution as the Board may approve by Resolution.

D. Signing all orders and checks for the payment of money and disbursing money under the direction of the Board of Commissioners, except as otherwise authorized or limited by Resolution of the Board.

E. Keeping regular books of accounts pursuant to Generally Accepted Accounting Principles; maintaining other accounting and financial records sufficient to permit an independent auditor to conduct a certified audit and to certify the adequacy of the internal controls of the Commission pursuant to Generally Accepted Auditing Standards; keeping and providing as necessary appropriate accounting and financial records as required by HUD and the City of Ann Arbor; and reporting no less than quarterly to the Board the financial condition of the Commission.

F. Executing deeds, contracts, and other instruments as approved or instructed by the Commission.

G. Reporting to the Board at each Regular Meeting on those matters of Commission business and operations of which the Board should be informed or as requested by any Commissioner.

H. Preparing the form for Resolutions to be considered by the Board at any meeting, as required by HUD, as recommended by staff, or as requested by any Commissioner.

Section 5. Secretary

The Secretary shall, directly or through delegation subject to his or her appropriate supervision, keep the business and operational records of the Commission; take minutes of the meetings of the Board; be familiar with Robert's Rules of Order to assist the President in the conduct of Board meetings; record all motions, seconds, and votes, at all meetings of the Board; maintain the minutes of Board meetings and a copy of each Resolution approved by the Board and signed by the President as the record of the proceedings of the Commission; provide appropriate records of Commission affairs to the City of Ann Arbor and HUD; and perform all duties incident to the Office of Secretary.

Section 6. Additional Duties

The Officers of the Commission shall perform duties and functions as may be required by the Commission's own By-Laws and rules, or by the City of Ann Arbor or the HUD.

Section 7. Election or Appointment

A. The President and Vice-President shall be elected at the annual meeting of the Board of Commissioners from among the members of the Commission and shall hold office for one year or until their successors are elected and qualified.

B. The Executive Director shall be appointed by the Board of Commissioners. Any person appointed to fill the office of Executive Director or any vacancy therein, shall have such term as the Commission fixes. No currently sitting member of the Board of Commissioners shall be eligible for the Executive Director position.

Section 8. Vacancies

Should the offices of President or Vice President become 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 the office vacated. When the office of Executive Director becomes vacant, the Board of Commissioners shall appoint a successor, in accordance with Section 7 of Article III.

ARTICLE IV — MEETINGS

Section 1. Public Meetings and Notices - General

All meetings of the Board of Commissioners are public meetings except to the extent as provided in Section 8 of this Article. Public notice shall be given of all meetings. Notices shall comply with the requirements of state law, any Ordinance of the City of Ann Arbor for public meetings, and these By-Laws.

Section 2. Regular Meetings

A. Regular meetings (“Regular Meetings”) of the Board of Commissioners shall be held on the third Wednesday of each month unless changed by a Resolution of the Board, at a time determined by the Board, at the office of the Commission, in a public room available at a housing site administered by the Commission, or at another place reasonably accessible by the public as may be determined by the Board. If a Regular Meeting date falls on legal holiday the meeting shall be held on the next succeeding day or an alternate date selected by the Board of Commissioners.

B. A notice of the Regular Meetings scheduled for a fiscal year shall be posted not later than ten (10) days before the first Regular Meeting of that fiscal year. The notice shall state the date, time, and place of each Regular Meeting, and shall be published by posting at the Commission’s main office, on the Commission’s website, and as may be otherwise required by law. If the schedule of Regular Meetings is changed, a revised notice must be posted within three (3) days after the meeting in which the change is made.

Section 3. Annual Meeting

The “Annual Meeting” of the Board shall be held on the Regular Meeting date and time in May. The Board shall review its Mission Statement each year at the Annual Meeting. If the Mission Statement is amended, Article I, Section 4 of these By-Laws shall be deemed to be amended accordingly.

Section 4. Special Meeting

The President may, in his or her sole discretion, call a special meeting of the Board of Commissioners (“Special Meeting”) for the purpose of transacting any business designated in the call. The President must call a Special Meeting if he or she receives a written or electronic request from two members of the Board of Commissioners. Public notice of any Special Meeting shall be published at least 48 hours in advance of the Special Meeting in the manner provided for notice of Regular Meetings, and a copy of the notice shall also be provided to each Commissioner at the address provided pursuant to Article II, Section 5, and other reasonable means designed to give actual notice to each Commissioner in advance of the Special Meeting.

No business shall be considered at a Special Meeting other than as designated in the call, unless other agenda items are approved by all the members of the Board of Commissioners.

Section 5. Quorum

At all meeting of the Board of Commissioners, three members of the Board of Commissioners shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Section 6. Manner of Voting and Resolutions

A. The voting on all Resolutions and other matters coming before the Board of Commissioners shall be by voice, Yea or Nay, unless a roll call is requested by at least one member of the Board. All Resolutions and other matters voted on by the Board require approval by a majority of the quorum present when the vote is taken, unless a higher number of votes is expressly required by these By-Laws. Each vote will be properly recorded in the minutes of each meeting.

B. A member of the Board of Commissioners shall not vote on a Resolution in which she or he has a financial or other interest as provided in Act No. 317, Michigan Public Acts of 1968 or Act No. 318, Michigan Public Acts of 1968. A Commissioner having such a conflict of interest shall not count toward a quorum for the purposes of the Resolution with respect to which the Commissioner is disqualified from acting.

C. All Resolutions shall be in writing and shall be kept on file in the Commission's offices. Resolutions shall become effective on the day of passage, upon adjournment of the meeting, unless otherwise stated in the Resolution.

Section 7. Rules of Parliamentary Procedure

The rules of parliamentary practice set forth in the most current edition of *Robert's Rules of Order* shall guide the Board, but parliamentary procedure shall be flexible and may be adjusted in the President's discretion to best serve the needs of the Commission. In all cases no procedure shall be adopted or used that is inconsistent with these By-Laws.

Section 8. Open Meetings and Closed Sessions

All Regular and Special Meetings of the Board shall be open to the public, except that the Board may, in appropriate cases and with the consent four members, determine to go into closed session which shall not be open to the public. The Board may not go into closed session except for the purpose of discussing non-public matters as provided in the Michigan Open Meetings Act, Public Act No. 276 of 1976.

Section 9. Public Commentary

The Board shall provide an opportunity for residents and members of the general public to address the Board during time for public commentary at the beginning and end of each meeting, and on any item on the agenda during discussion of that item, in accordance with this Section.

A. Each person shall be limited to five (5) minutes unless the President articulates a time limit change. The President may designate a Commissioner or Commission staff person to keep the official time. A person may only speak when recognized by the President. The President may limit the number of speakers heard, as circumstances warrant.

B. At the time set for public commentary, the President shall inquire if anyone wishes to address the Board. The President shall recognize those persons who wish to speak in turn, and shall ask each speaker to give his or her name and address. No person shall be denied the right to speak because he or she declines to disclose his or her name or address, however.

C. Speakers who have been recognized and have completed their presentations need not be recognized again, even if they did not use five minutes. Time may not be given by one person to another to extend the latter's time to speak.

D. Members of the Commission who wish to ask questions of a resident or other member of the public addressing the Board, or of each other, or who wish

to discuss the subject matter of the item during the course of the meeting, may do so but only after being recognized by the President.

E. There is no requirement or expectation that the President or any other Commissioner, or any staff member in attendance respond to information, questions, or complaints presented during public commentary, but the Commission shall follow up on such matters as appropriate in the judgment of the Board.

F. The President may shorten or extend the time limit for public commentary as he or she finds reasonable under the circumstances, in his or her discretion, including shortening the time limit if the meeting agenda is unusually long.

G. Any speaker may be asked by the President to discontinue his or her presentation if the speaker uses profanity or other language that is unreasonably hostile or abusive to those in attendance at the meeting including Commissioners, staff, or another member of the public.

ARTICLE V — BY-LAWS

A. The words “include” and “including” as used in these By-Laws are not words of limitation, but rather they connote inclusion in a broader set. They mean “including (or include) but not limited to”

B. The By-Laws of the Commission may be amended only with the approval of at least four (4) members of the Board at a Regular Meeting, and only if written notice of the proposed amendment was given to all Commissioners at least three days before the meeting, except the Mission Statement may be amended as provided in Article IV, Section 3.

C. The By-Laws may be suspended only with the approval of at least four (4) members of the Board of Commissioners, and the By-Laws may not be suspended for longer than the time period from the date of suspension to the next scheduled Regular Meeting of the Board, whether or not such meeting is conducted.

ARTICLE VI – AUDITS

There shall be an annual official audit and verification of all financial accounts and records of the Commission within ninety (90) days of the end of the Commission’s fiscal year. The audit shall be made by an independent certified public accountant and in accordance with state and federal requirements and with Generally Accepted Auditing Standards. This audit shall be made available to any Commissioner requesting a copy.

ARTICLE VII - STATEMENT OF IMMUNITY

Michigan Compiled Laws Annotated 691.1407 generally permits governmental immunity as a defense to alleged negligence by a member, officer, employee, and volunteer, for conduct in the course of employment or services, so long as the member, officer, employee, or volunteer:

“ a. is acting, or reasonably believes he or she is acting within the scope of his or her authority; and

“ b. his or her conduct does not amount to gross negligence that caused the injury or damage complained of (“gross negligence” means conduct so reckless as to demonstrate a substantial lack of concern for whether an injury results).”

The Commission asserts governmental immunity as a defense to any alleged negligence to the full extent recognized by law.

ADOPTED AS AMENDED AND RESTATED BY THE
ANN ARBOR HOUSING COMMISSION BOARD OF COMMISSIONERS
ON ~~JULY 20, 2011~~ May 21, 2014.

~~Marta A. Manildri~~ Ronald Woods
President

~~Margaret Novak~~ Jennifer Hall
Executive Director and Acting Secretary

18,533,236.1\088888-01493