

## **AMENDED AND RESTATED BYLAWS**

### **DETROIT HOUSING COMMISSION**

#### **ARTICLE I - THE COMMISSION**

**Section 1 Name of Commission** The name of the Commission is "THE DETROIT HOUSING COMMISSION."

**Section 2 Office of Commission** The principal office of the Commission is located at 1301 East Jefferson in the City of Detroit, Michigan and may be located at some other place in the City of Detroit as may be periodically determined the Commission.

#### **ARTICLE II BOARD OF COMMISSIONERS**

**Section 1 Number; Method of Appointment; Term** The Board of Commissioners consists of five (5) members appointed by the Mayor of the City of Detroit. One (1) member of the Board of Commissioners shall be a resident of the Commission's public housing or subsidized housing ("resident member"). The Executive Director Secretary will send written notice of a resident member commission vacancy to the president of each resident organization. The written notice will also be provided to each resident. Each year one member will be appointed for a five (5) year term as required by Section 4(1) of the Michigan Housing Facilities Act, MCL§ 125.654(1).. The terms of the members of the Board of Commissioners are staggered with one Commissioner being appointed each year.

In order to establish the staggered Board of Commissioners required by the Michigan Housing Facilities Act, when a full Board of Commissioners is reconstituted their terms will be: 1<sup>st</sup> member 1 year 2<sup>nd</sup> member 2 years, 3<sup>rd</sup> member 3 years, 4<sup>th</sup> member 4 years, and 5<sup>th</sup> member 5 years.

When each term expires, a Commissioner will be appointed by the Mayor of the City of Detroit to serve a five (5) year term or until their successors are appointed and qualified (unless a member resigns, is deceased or removed from office before the expiration of the term).

**Section 2 Removal; Resignations & Other Vacancies** A member of the Board of Commissioners may be removed before the expiration of her/his term by the Detroit City Council upon recommendation of the Mayor of the City of Detroit. If a vacancy occurs, in the resident member position, the Executive Director-Secretary will send written notice of such vacancy on the Board of Commissioners to the president of each resident organization. The notice will also be provided to each resident. Board of Commissioner vacancies will be filled by the Mayor for the remainder of the unexpired term.

**Section 3 Fiduciary Obligations** Commissioners have a fiduciary duty to take actions in the best interest of the Commission. Commissioners will recuse themselves from voting on, or influencing any business where the commissioner has a conflict. A Commissioner may abstain from voting if he/she is not able or willing to take actions in the best interest of the Commission. Each Commissioner will execute the DHC's Conflict of Interest Disclosure.

Commissioners will notify the Commission, on the record, if there is an item of Commission business where he/she has duties or responsibilities that conflict with his/her duties and responsibilities as a Commissioner.

### **ARTICLE III - OFFICERS**

**Section 1 Officers** There is a President, a Vice-President, Executive Director Secretary and any other officers designated by the Commission.

**Section 2 President** The President presides at all meetings of the Commission and performs all duties incident to the office.

**Section 3 Vice-President** The Vice-President performs the duties of the President in the absence or incapacity of the President; and in case of the resignation or death of the President. The Vice-President performs those duties imposed on the President until the Commission elects a new President.

**Section 4 Secretary** The Commission appoints, by resolution, the Executive Director who serves as Secretary of the Commission. The Executive Director has general supervision over the administration of the Commission's affairs, subject to the general policies adopted by the Commission, and is responsible for carrying out the policies and other duties that the Board of Commissioners may, occasionally direct the Executive Director to perform.

At each meeting of the Commission, the Executive Director-Secretary, or her/his designee, submits recommendations and information concerning the

business, affairs and policies of the Commission. The Executive Director-Secretary keeps the records of the Commission, acts as Secretary at the meetings of the Commission, records all votes, keeps a record of the proceedings of the Commission in a journal of proceedings maintained for such purpose, and performs all duties incident to the office of Secretary.

**Section 5 Additional Officer Duties** The Officers of the Board of Commissioners perform other duties and functions as may, periodically, be required by resolution of the Commission, or by the bylaws of the Commission.

**Section 6 Election** The President and Vice President and any other officers designated by the Commission are elected at the annual meeting of the Commission from among the commissioners, and hold office for a two (2) year term or until their successors are elected and qualified. A commissioner who is elected as an officer in the fifth (5<sup>th</sup>) year of her/his commissioner term, holds the office for a one (1) year term unless reappointed by the mayor to the Commission.

**Section 7 Vacancies** If the office of President or Vice-President becomes vacant, the Commission will elect a successor from among its members at the next regular meeting. The election will be for the vacated officer's unexpired term. The elected successor officer's position expires either at the end of his or her predecessor's expired term, or at the end of the commissioner's term which ever is sooner.

**Section 8 Committees** The Commission may occasionally establish one (1) or more special or permanent committees to assist the Commission discharge its duties. By resolution, the Commission will determine the committee's purpose, its members, its duties and its responsibilities.

**Section 9 Executive Director** The Executive Director administers the affairs of the Commission according to the operational, fiscal, personnel and other policies adopted by the Board, and applicable Federal and State statutes and regulations. The Executive Director will keep the Board fully advised of the status of the affairs of the Commission on a regular basis.

## **ARTICLE IV MEETINGS**

**Section 1 Annual Meeting** The annual meeting of the Commission is held at the first regular meeting in February at the regular meeting place of the Commission.

**Section 2 Regular Meetings** The Commission holds regular meetings on the third Thursday of each month at a time fixed by the Commission.

**Section 3 Special Meetings** The President of the Commission, may, when she/he deems it expedient, necessary or appropriate and upon a written request of three (3) members of the Commission, authorize or instruct the Executive Director-Secretary to call a special meeting of the Commission to transact any business designated in the notice. No other business will be considered other than the business stated in the notice; except that, if all of the members of the Commission are present at a special meeting, any business may be transacted. The notice for a special meeting will be personally delivered, sent by facsimile or overnight mail to each member's business or home address, not less than one (1) day before the date of the special meeting.

**Section 4 Notice of Meetings** By the tenth day after the first meeting of the Commission in each calendar year, a schedule of the regular meetings of the Commission will be posted at the principal office of the Commission and the Coleman A. Young Municipal Center. The notice will state the name of the Commission, a telephone number, the dates, times and places of its regular meetings. Any changes in the schedule of regular meetings will be posted by the third day after the meeting where the change was made. Public notice of a rescheduled regular meeting or a special meeting, stating the date, time and place of the meeting will be posted at least eighteen (18) hours before the meeting. All such notices will be posted according to the Open Meetings Act, MCL §. 15.261 to 15.275

**Section 5 Quorum** At all meetings, three members constitute a quorum to transact business, to exercise its powers and for all other purposes. A smaller number may meet and adjourn to some other time or until a quorum is obtained. When a quorum is attained, action may be taken only by majority vote.

**Section 6 Attendance by Conference Telephone** A Commissioner may participate in a meeting using a landline based telephone or use video based conferencing or other audio-based conferencing where all persons participating in the meeting may communicate with the other participants. This type of participation constitutes presence in person at the meeting. All participants will be advised of the kind of communication equipment being used. The names of the participants in the conference will be disclosed to all participants at the time of the meeting.

**Section 7 Public Meeting; Order of Business** The business performed by the Board of Commissioners will be conducted at a public meeting according to the Open Meetings Act. At regular meetings of the Commission, the following is the order of business:

- I. Call to Order - Roll Call

2. Approval of Agenda
3. Approval of Minutes of Previous Meeting
4. Public Comments on Agenda Items
5. Action Items
6. Information Items
7. Commissioner Comments
8. Staff Comments
9. General Public Comments
10. Adjournment

Additionally, the Commission may conduct business on matters properly brought before the Commission.

**Section 8 Voting** All five (5) members of the Board are voting members who, absent a conflict of interest, have the right to vote on all matters presented to the Commission. All resolutions presented to the Commission for action will be in writing and made a part of the Commission's records. All matters coming before the Commission will be voted on by live voice. Any Commissioner may demand a vote by roll call.

**Section 9 Signing of Minutes** The presiding officer and the Executive Director-Secretary, or designee, will sign all Commission meeting minutes.

## **ARTICLE V PUBLIC PARTICIPATION**

**Section 1 Policy** Members of the public may be given an opportunity to speak on any agenda and non-agenda item if they are first recognized by the President.

**Section 2 Discussion Between Citizens and Commission** All remarks will be addressed to the Commission as a body.

**Section 3 Manner of Addressing Commission** Before speaking, each member of the public will state his or her name in a clear and audible tone of voice.

**Section 4 Time Limit** Designated spokespersons for recognized groups or organizations have five minutes to address the Commissioners; But the President may grant additional time with permission of the Commission. Individuals have three minutes to address the Commission unless additional time is allowed with permission of the President.

## **ARTICLE VI EXECUTION OF CHECKS AND DOCUMENTS; ANNUAL REPORTS**

**Section 1 Signing of Checks** All checks, drafts and orders for the payment of money must bear the authorized signature of the Executive Director, Director of Finance or an official designated by the U. S. Department of Housing & Urban Development.

**Section 2 Execution of Contracts** The Executive Director-Secretary, or a designee, has the authority to execute contracts, leases, and other documents approved by the Commission. Additionally, leases with residential tenants may be executed by the Director of Asset Management, Asset Managers, Site Managers, or other appropriate person(s) designated by the Executive Director according to Detroit City Code Section 14-5-19. DHC staff may order the purchase of supplies and materials up to the limits of their purchasing approval authority identified in DHC's procurement guidelines.

**Section 3 Reports** The Commission will periodically report its activities as required by the Commission. The reports may include informational reports on DHC's performance against HUD established benchmarks. Additionally, DHC must provide annual reports in compliance with state and federal requirements. At a minimum, these reports will specifically include the annual certified audit.

## **ARTICLE VII AMENDMENTS**

The Bylaws may be amended by affirmative vote of three (3) of the five (5) members of the Commission at any regular or special meeting. The proposed amendments will be discussed and adopted according to Robert's Rules of Order.

## **ARTICLE VIII INDEMNIFICATION**

To the fullest extent permitted by applicable law, the Commission may at its expense and discretion, indemnify and hold harmless, a Commissioner or officer of the Commission, who was or is a party to a threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or arbitative action, and any appeal there from, (other than an action by or in the right of the Commission), from and against, any and all claims, damages, demands, expenses, including attorney fees and legal costs, liabilities and losses of any person made, or threatened to be made, by reason of the fact that he or she is or was a Commissioner or officer of the Commission; provided however, such Commissioner shall not be indemnified for any liabilities which result from (1)

wrongful intent, gross negligence or willful misconduct in the performance of his or her duties or (2) the performance of the duties of such person in an unreasonable manner or not in good faith. The Commission's Indemnification Policy is set forth in DHC Board of Commissioner's resolution Number 2058 adopted December 6, 2007 and by reference is incorporated, along with any future amendments, into these bylaws.

#### **ARTICLE IX DHC CONFLICT OF INTEREST POLICY**

The Commission has adopted a conflict of interest policy that applies to the Commission, its employees, the DHC Board of Commissioners, persons, and firms who do business with the Commission. The policy includes, but is not limited to provisions established in local, state, and federal regulations and laws, the Annual Contributions Contract, as may be amended, between the Commission and the - United States Department of Housing and Urban Development ("HUD").. The Commission's conflict of interest policy is set forth in Resolution Number 1819 adopted on October 20, 2005, and is incorporated, along with any future amendments, into these bylaws.

#### **ARTICLE X RULES OF ORDER**

Except as otherwise expressed in these bylaws or by resolution of the Commission, meetings are conducted according to Robert's Rules of Order.