

AMENDED AND RESTATED  
BY-LAWS OF THE HOUSING AUTHORITY OF THE  
CITY OF ANNAPOLIS, MARYLAND

ARTICLE I -THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be the “Housing Authority of the City of Annapolis” (“Authority”). \_\_\_\_\_

Section 2. Purpose. The Authority is a public body corporate and politic that exercises public and essential government services; and has all of the powers necessary or convenient to carry out the purpose of a public housing authority consistent with applicable law and regulations, including but not limited to Title 13 of the Housing and Community Development Article of the Maryland Code, as may be amended from time to time.

Section 3. Office of Authority. The offices of the Authority shall be at 1217 Madison Street, Annapolis, Maryland 21403 but the Authority may hold its meetings at such other place as it may delegate by resolution.

ARTICLE II -COMMISSIONERS

Section 1. Number. The Board of Commissioners of the Authority (the “Board”) shall consist of seven (7) commissioners. Of the seven (7) commissioners, one shall be a tenant of an Authority property, other than an Authority property for seniors; and one shall be a tenant of an Authority property for seniors.

Section 2. Appointment and Qualifications. Each commissioner shall be appointed by the Mayor of the City of Annapolis (the “Mayor”) and approved by the Annapolis City Council. No commissioner may be a city official.

Section 3. Term. Each commissioner shall hold office for a term of five (5) years or until his or her successor has been appointed and has qualified. If a commissioner that is a tenant of the Authority ceases to be a tenant during his or her term, the commissioner's office shall be terminated at such time the tenancy is terminated and another person who is a tenant of the Authority shall be appointed by the Mayor. A commissioner who is appointed after a term has begun serves only for the rest of the term and until a successor is appointed. Except as approved by the Mayor and by the United States Department of Housing and Urban Development (“HUD”), for good cause shown, a commissioner while in office and for two (2) years after leaving office may not be employed by the Authority for compensation on a permanent or temporary full-time, part-time, contractual, or other basis. The terms of the commissioners shall be staggered.

Section 4. Removal. A commissioner of the Authority may be removed by the Mayor of the City of Annapolis in accordance with the procedure set forth under Title 13 of the Housing and Community Development Article of the Maryland Code, as may be amended from time to time. A commissioner that fails to attend three (3) meetings in the course of one (1) twelve (12) month consecutive period, without good cause as determined in the discretion of the Board, shall be deemed to have neglected his or her duty as a commissioner, as that term is described under

Title 12 of the Housing and Community Development Article of the Maryland Code, as may be amended from time to time.

Section 5. Commissioner Compensation. A commissioner may receive reasonable compensation for the commissioner's services, as permitted by law, and is entitled to the necessary expenses, including traveling expenses, incurred in the discharge of the commissioner's duties. As used herein, necessary expenses may include monthly internet access charges, cell phone service, child care, or taxi cab fare necessary to attend Authority meetings or functions.

### ARTICLE III - OFFICERS

Section 1. Officers. The Officers of the Authority shall be a Chairman, a Vice Chairman, a Secretary, Treasurer and Executive Director.

Section 2. Chairman. The Chairman shall preside at all meetings of the Board. Except as otherwise authorized by resolution of the Board, the Chairman shall be authorized to sign all contracts, deeds, and other instruments made by the Authority. At each meeting, the Chairman shall submit such recommendations and information as he may consider proper concerning the business, affairs, and policies of the Authority.

The Chairman shall, from time to time as it is found reasonable and necessary, appoint Committees for the purpose of considering, investigating, and analyzing any aspect of the business of the Authority which appears appropriate. The Chairman shall appoint a Committee Chairperson who shall serve for a period of one (1) year, or until a successor is appointed. In no event shall any one individual serve more than three (3) consecutive years as a Committee Chairman.

Section 3. Vice-Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman, or upon delegation by the Chairman; and in case of the resignation, death or removal of the Chairman, the Vice-Chairman shall perform such duties as are imposed on the Chairman until such time as the Authority shall select a new Chairman.

Section 4. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Commissioners in a permanent record and shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be custodian of the records of the Authority and of the seal of the Authority and shall keep a register of the addresses of each commissioner. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board.

The Secretary shall act as secretary of the meetings of the Board, record all votes, and shall keep a record of the proceedings of the Board in a journal of proceedings kept for such purposes.

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 shall keep regular books of accounts showing receipts and expenditures and shall render to the Board, at each regular meeting or more often when required,

an account of all transactions and also of the financial condition of the authority. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board.

Section 6. Executive Director. The Executive Director shall be the Chief Executive Officer of the Authority and shall generally supervise the administration of the Authority's business and affairs, subject to the direction of the Board and shall be the Authority's chief executive officer, responsible for the day to day operations of the Authority. The Executive Director shall serve as the primary advisor to the Board and be charged with managing and directing all functions of the Authority in accordance with the applicable laws, rules and regulations, including rules and regulations of HUD, as well as resolutions and policies adopted by the Board and any other body with power over the Authority.

The compensation of the Executive Director shall be determined by the Board, provided that a temporary appointee selected from among the Board shall serve without compensation (other than the payment of necessary expenses and as may otherwise be allowed by law, subject to the Board's approval). Any person appointed to fill the office of the Executive Director, or any vacancy therein, shall have such term as the Authority fixes, but no commissioner of the Authority shall be eligible to hold this office except as a temporary appointee.

The Executive Director may only be removed by the affirmative vote of at least five (5) commissioners.

Section 7. 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 or the By-Laws or rules and regulations of the Authority.

Section 8. Election or Appointment. The Chairman, Vice-Chairman, Secretary and Treasurer shall be elected at the annual meeting of the Authority from among the commissioners of the Authority, and shall hold office for one (1) year or until their successors are elected and qualified.

No one individual shall serve more than three (3) consecutive years in the office of Chairman or Vice-Chairman.

Section 9. Vacancies. Should the office of the Chairman, Vice-Chairman, Secretary or Treasurer become vacant, the Board shall elect a successor from its membership at the next regular meeting, and such election shall be for the un-expired term of said office.

Section 10. Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties, and functions as prescribed by the Housing Authorities Law of Maryland.

#### ARTICLE IV - MEETINGS

Section 1. Regular Meetings. Regular monthly meetings of the Board shall be held as determined by the Board. The Annual Meeting of the Board shall be held in the month of January, each year. Except as described below, the Authority shall publish notice of each of its meetings in at least two (2) newspapers of general circulation in the City of Annapolis at least seven (7) days before the meeting. The notice shall contain the date, time and place of the meeting and the summary of the subject matter to be considered at the meeting. The regularly

scheduled or annual meeting date and time may be changed only as necessary with adequate notice to the public.

Section 2. Special Meetings. The Chairman of the Authority may, when the Chairman deems it expedient, and shall, upon written request of two (2) commissioners, call a special meeting of the Board for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Board 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. At such special meeting no business shall be considered other than as designated in the call, but if all commissioners are present at a special meeting, any and all business may be transacted at such special meeting.

Section 3. Emergency Meetings. In the event of unexpected circumstances that require immediate consideration by the Board, the Chairman or any two (2) commissioners may call an emergency meeting of the Board for the purpose of transacting business in connection with the emergency. Only business connected with the emergency may be considered at such emergency meeting. The Chairman may waive notice required for an emergency meeting if notice cannot reasonably be given and minutes of the emergency meeting will be included in the next open meeting of the Authority.

Section 4. Closed Sessions. The Authority may meet in closed session or adjourn an open session and reconvene in a closed session only to (1) discuss the appointment, employment, assignment, promotion, discipline, demotion, removal, or resignation of appointees, employees, or officials over whom the Authority has jurisdiction; (2) consider the acquisition of real property for a public purpose and matters directly related to the acquisition; (3) consult with counsel; (4) consult with staff, consultants, or other individuals about pending or potential litigation; (5) comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter; or (6) satisfy an exceptional reason, if at least two-thirds of the Commissioners present vote to find that the reason is so compelling that it overrides the general public policy in favor of open sessions.

The Authority meeting in closed session under this section may not discuss or act on any matter not specified under this section.

Section 5. Actions Needing Approval in Open Meeting. In general, except as provided above in Section 4., unless the action is approved in advance by the Authority at an open meeting, the Authority may not award a contract exceeding \$5,000; pay more than \$350 for official travel, hotel and meal expenses; or pay more than \$350 for items for personal use, including automobiles.

The Authority may not reimburse a Commissioner or an employee for expenses incurred unless the reimbursement is approved in advance by the Authority at an open meeting.

In an emergency, the Authority or the Executive Director may award a contract exceeding \$5,000 if the contract is brought before the Authority for review at its next regularly scheduled meeting.

Money awarded or spent in violation of this section may not be recovered by the Authority or the City of Annapolis, as appropriate, from the person compensated, together with costs and reasonable attorney's fees that the court determines.

The Authority may not reimburse a Commissioner or an employee for expenses incurred

unless the reimbursement is approved in advance by the Authority at an open meeting.

In an emergency, the Authority or the Executive Director may award a contract exceeding \$5,000 if the contract is brought before the Annapolis Authority for review at its next regularly scheduled meeting.

Section 6. Quorum. The powers of the Authority shall be vested in the commissioners thereof in office from time to time. A majority of the commissioners in office shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Authority upon a majority vote of the commissioners present.

Section 7. Order of Business. At the regular meetings of the Authority, the following shall be the order of business.

1. Call to Order
2. Public Comments
3. Approval of minutes of the previous meeting
4. Report of the Executive Director
5. Unfinished Business
6. New Business
7. Adjournment

All resolutions shall be in writing and there shall be copies in a journal of the proceedings of the Authority.

Section 8. Manner of Voting. The voting on all questions coming before the Authority shall be by voice vote and, if not unanimous, the ayes and nays shall be entered and identified upon the minutes of such meeting. The decision shall be entered upon the minutes of such meeting.

Section 9. Participation by Conference Call. If the Board holds an official meeting by use of conference telephone or other electronic means, the Authority shall provide a location and means whereby members of the public may listen to the meeting and the notice of the meeting required by law shall specify that location.

Section 10. Ratification. An action or instrument of the Authority shall not be invalid for lack of authorization if the action is ratified by the Board at a subsequent meeting or by action in accordance with these By-laws.

Section 11. Procedure. The meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.

## ARTICLE V. INDEMNIFICATION

Indemnification. Any person who at any time serves or has served as a commissioner shall have a right to be indemnified by the Authority to the fullest extent permitted by law in the event he/she is made, or 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), whether or not brought by or on behalf of the Authority, seeking to hold him/her liable by reason of the fact that he/she is or was acting in the capacity as a commissioner.

The commissioner' s rights provided hereunder shall, to the fullest extent from time to time permitted by law, cover (i) reasonable expenses, including without limitation, all attorneys' fees actually and necessarily incurred by him/her in connection with any such action, suit, or proceeding (the Authority shall have the right in its discretion to advance legal expenses on behalf of a commissioner prior to the final resolution of the action, suit or proceeding); (ii) all reasonable payments made by him/her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he/she may have become liable in such action, suit or proceeding; and (iii) all reasonable expenses incurred in enforcing the indemnification rights provided herein.

Notwithstanding the foregoing provisions, the Authority shall not indemnify or agree to indemnify a commissioner against liability or litigation expense he/she may incur (i) on account of his/her activities which were at the time taken known or believed by him/her to be unlawful or clearly not in the best interests of the Authority; (ii) as a result of any improper benefit realized by such person; or (iii) in connection with a proceeding by or in the right of the Authority in which the commissioner was adjudged liable to the Authority.

The Board shall take all such action as may be necessary and appropriate to authorize the Authority to pay the indemnification required by the By-Laws, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him/her.

Any person who serves or has served in the capacity as a commissioner for or on behalf of the Authority shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the light of indemnification provided herein. Any repeal or modification of the By-Laws shall not affect any rights or obligations existing at the time of such repeal or modification. The rights provided in the By-Laws shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the By-Laws.

#### ARTICLE VI - AMENDMENTS

Amendments to By-Laws. The By-Laws of the Authority shall be amended only with the approval of a majority of the Board at a regular or special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has been previously given to all members of the Board.

#### ARTICLE VII - CORPORATE SEAL

Corporate Seal. The corporate seal of this Authority shall consist of a circular device and shall have inscribed around the circumference thereof the words "Housing Authority of the City of Annapolis, Maryland" and in the center thereof, "Incorporated \_\_\_\_\_". Such seal is hereby adopted as the seal of this Authority.

ARTICLE VIII - BUDGET

At least thirty (30) days before submission of the proposed annual operating budget to the United States Department of Housing and Urban Development, the Authority shall publish a brief summary of the proposed annual operating budget in at least two newspapers of general circulation in the City of Annapolis.

At least two (2) weeks before the submission of a proposed annual operating budget, the Authority shall hold an open meeting that gives the public an adequate opportunity to comment to the Executive Director of the Authority and its Board of Commissioners.

At least five (5) days before the open meeting required in Article IV, Section 5, the Authority shall make the proposed annual operating budget available to the public.

ARTICLE IX – AMENDMENTS TO THE BYLAWS

The bylaws of the Authority shall be amended only with the approval of at least four (4) of the members of the Board at a regular or special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice of a regular or special meeting has been previously given to all of the members of the Board.

CERTIFICATE

I hereby certify that I am the duly elected and qualified Secretary of Housing Authority of the City of Annapolis, Maryland (the “Authority), a public body and a body corporate and politic organized and existing under the laws of the State of Maryland; that the foregoing is a true copy of the Amended and Restated By-laws duly adopted by the Board of Commissioners of the Authority on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ that such amended By-laws are in full force and effect and have not been rescinded.

\_\_\_\_\_  
Name: \_\_\_\_\_, Secretary