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Amended and Restated Bylaws Lansing Housing Commission

ARTICLE I - THE COMMISSION

Section 1. Name of Commission The name of the Commission is, "The Lansing Housing Commission."

Section 2. Office of Commission The principal office of the Commission is 419 Cherry St. in the City of Lansing, Michigan, and may be located at some other place in the City of Lansing as may be periodically determined by the Board of Commissioners ("Board").

ARTICLE II - BOARD OF COMMISSIONERS

Section 1. Number; Method of Appointment; Term The Board shall consist of five commissioners, who shall be appointed by the Mayor of the City of Lansing ("Mayor"). One commissioner shall be a resident of the Commission's public housing or subsidized housing ("resident Commissioner").

The first Board shall have one commissioner appointed to each of the following terms: one year, two years, three years, four years, and five years. Subsequently, successors shall be appointed to five-year terms to fill each vacancy created by an expiring term. Each commissioner shall hold office until his term expires and his successor is appointed and qualified, until he resigns, or until he is removed from office.

Section 2. Vacancies; Removal If a vacancy occurs, in the resident commissioner position, the Chief Executive Officer of the Commission shall send written notice of a vacancy on the Board to the president of each resident organization. The notice shall be provided to each resident. Any vacancy on the Board shall be filled by the Mayor for the remainder of the unexpired term. A commissioner may be removed before the expiration of her/his term by the Lansing City Council upon recommendation by the Mayor prior to the expiration of his term.

ARTICLE III – BOARD OFFICERS AND COMMITTEES; COMMISSION EMPLOYEES

Section 1. Officers The officers of the Board shall consist of a President, a Vice President, and any other officers designated by the Board. The officers shall perform the duties and functions prescribed by these Bylaws and any other duties or functions as may be established by resolution of the Board.

Section 2. President the President shall preside at all Board meetings and perform all other duties incident to the office of President.

Section 3. Vice President The Vice President shall perform the duties of the President in the absence or incapacity of the President. If the office of President becomes vacant, the Vice President shall serve as President until the Board elects a new President.

Section 4. Election The President, Vice President, and any other officers shall be elected by the Board from among the commissioners. The officers shall be elected to one year terms at the Board's annual meeting. Officers shall hold office until their terms expire and their successors are elected and qualified.

Section 5. Vacancies If any office becomes vacant, the Board shall elect a successor from among the commissioners at the next regular meeting. The successor shall serve for the remainder of the unexpired term.

Section 6. Committees The Board may establish, by resolution, any special or permanent committees for the purpose of assisting the Board in the discharge of its duties. The resolution establishing the committee shall state the purpose of the committee and the duties and responsibilities of its members.

Section 7. Fiduciary Obligations Commissioners shall have a fiduciary obligation to act in the best interest of the Commission. Commissioners shall abstain from voting on or influencing any business in which they have a conflict of interest. Each commissioner shall execute a Conflict of Interest Disclosure, as required by law. Commissioners shall notify the Board in writing when there is an item of Commission business in which the commissioner has a conflict of interest.

Section 8. Employees The employees of the Commission shall consist of an Executive Director and such other employees as may be necessary. The Commission may, from time to time, employ engineers, architects, and consultants.

Section 9. Executive Director The Board shall appoint an Executive Director by resolution, who shall serve at the pleasure of the Board. Commissioners are ineligible to serve as Executive Director. To the extent required by law or by the Board, the Executive Director shall give a bond for the faithful performance of his duties.

The Executive Director shall have general supervision over the administration of the

Commission's affairs, in accordance with the operational, fiscal, personnel, and other policies adopted by the Board and all other laws. The Executive Director shall also serve as secretary of the Commission, carry out all policies adopted by the Board, and perform such other duties as the Board may direct.

At each Board meeting, the Executive Director or the Executive Director's designee shall submit recommendations and information concerning the affairs of the Commission, take minutes, record all votes, and keep a record of the Board proceedings in a journal maintained for such purpose.

The Executive Director shall also keep all records of the Commission, keep or cause to be kept regular books of accounts showing receipts and expenditures, and, upon request of the Board, render an accounting of the transactions of the Commission and its financial condition.

ARTICLE IV – MEETINGS

Section 1. Annual Meeting the Annual Board meeting shall be the first regular meeting in February, at the regular meeting place or such other place as the Board may establish by resolution.

Section 2. Regular Meetings Regular Board meetings shall be held on the fourth Wednesday of each month at such time as may be fixed by the Board.

Section 3. Special Meetings Special meetings may be called by the Board President or at the written request of two commissioners. At special meetings, no business shall be considered other than that specified in the notice.

Section 4. Notice of Meetings The Executive Director shall give public notice of all Board meetings, in compliance with the Open Meetings Act, being MCL 15.261 *et seq.* Within ten days of the first Board meeting each calendar year, a schedule of the regular Board meetings, stating the dates, times, and places of such meetings, shall be posted at the principal office of the Commission and at Lansing City Hall. Any changes in the schedule of regular meetings shall be posted within three days of the meeting at which the change was made. Public notice of a rescheduled regular meeting or a special meeting, stating the date, time, and place of the meeting, shall be posted at least eighteen hours before the meeting. The notice for a special meeting or a rescheduled regular meeting shall also be personally delivered to each commissioner or sent by facsimile, electronic mail or overnight mail to the business or home address designated by each commissioner, not less than 24 hours prior to the time of such meeting.

Section 5. Quorum Three commissioners shall constitute a quorum for the transaction of business. Unless otherwise provided in these Bylaws or required by law, all actions of the Board shall be taken by majority vote. All resolutions shall be in writing and shall be made a part of the Commission's records.

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 shall be conducted at a public meeting held in compliance with the Open Meetings Act. At regular Board meetings, the Board may conduct business on any matters properly before it, and the order of business shall be as follows:

1. Call to Order - Roll Call
2. Approval of Agenda
3. Approval of Minutes of Previous Meeting
4. Action Items
5. Information Reports
6. Commissioner Comments
7. Staff Comments
8. General Public Comments
9. Adjournment

Section 8. Voting; Manner of Voting Each commissioner shall have the right to vote on all matters before the Board, absent a conflict of interest. Voting shall be by live voice. Any commissioner may demand a vote by roll call.

Section 9. Signing of Minutes, The minutes of all Board meetings shall be signed by the Board President and the Executive Director-Secretary or designee.

ARTICLE V - PUBLIC PARTICIPATION

Section 1. Policy Members of the public shall be afforded the opportunity to speak on any agenda item of substantive nature after they are first recognized by the Board President. Prior to speaking, each member of the public shall state his or her name in a clear and audible tone of voice. All remarks shall be addressed to the Board as a whole.

Section 2. Time Limit Individuals will have three minutes to address the Board. Designated spokespersons for groups or organizations will have five minutes to address the Board. Additional time may be requested by any speaker and will be granted only with the permission of the President, subject to the consent of the Board.

ARTICLE VI - EXECUTION OF CHECKS AND DOCUMENTS; ANNUAL REPORTS

Section 1. Signing of Checks All checks, drafts, and orders for the payment of

money shall be signed on behalf of the Commission by the Executive Director and the Finance Department.

Section 2. Execution of Contracts The Executive Director or the Executive Director's designee shall have the authority to execute contracts, leases, and other documents which have been approved by the Board. Residential Unit leases may be executed by Asset Managers. All agreements regarding real property other than agreements with residents or facility managers, contracts for the purchase of necessary materials, or contracts related to the Commission's powers and duties under Section 12 of the Housing Facilities Act, being MCL 125.662, must be executed after requisite approvals are granted. Contracts with residents or facility managers shall be executed in the name of the Commission.

Section 3. Annual Reports The Commission shall make an annual written report of its activities to the Lansing City Council and such other reports as the City may require, in compliance with Section 260.03 of the Lansing Codified Ordinances. The Commission shall also have an annual audit made of its financial transactions, in compliance with Section 260.07(d) of the Lansing Codified Ordinances. The Executive Director shall also prepare such reports as the Board may require, including informational reports on the Commission's performance against benchmarks established by the United States Department of Housing and Urban Development ("HUD").

ARTICLE VII - AMENDMENTS

These Bylaws may be amended by majority vote of the Board.

ARTICLE VIII - INDEMNIFICATION

Whenever any claim is made or any civil action is commenced against a commissioner or a Commission employee for damages caused by an act or acts of the commissioner or employee within the scope of his or her authority and while in the course of his or her duties as a commissioner or his or her employment with the Commission, the Commission may pay for, engage, or furnish the services of an attorney to advise the commissioner or employee as to the claim and to appear for and represent the commissioner or employee in the action. The selection of the attorney will be made by the Commission in the manner the Commission determines. The Commission may compromise, settle, and pay a claim before or after the commencement of any civil action. Whenever any judgment for damages caused by the act or acts of the commissioner or employee covered under this Article is awarded against the commissioner or employee as the result of the civil action, the Commission may indemnify the commissioner or employee or may pay, settle, or compromise the judgment. Any agreement by the Commission under this Article is contingent upon the commissioner or employee giving prompt notice of the commencement of an action and cooperating in the preparation, defense, and settlement of the action. This Article does not cover acts of commissioners or employees that amount to fraud; dishonesty; willful, intentional, or deliberate violation of the law or breach of fiduciary duty; or a criminal act.

This Article does not abrogate or diminish governmental immunity.

ARTICLE IX - COMMISSION CONFLICT OF INTEREST POLICY

The Commission has adopted a conflict of interest policy applicable to all commissioners, employees, and any persons and firms who do business with the Commission and incorporated herein. The conflict of interest policy mandates compliance with the City's Ethics Ordinance, being Chapter 290 of the Lansing Codified Ordinances; the state Incompatible Public Offices Act, being MCL 15.181 *et seq.*; all other local, state, and federal law; the Annual Contributions Contract between the Commission and HUD; and any other contractual provisions applicable to the Commission.

ARTICLE X - RULES OF ORDER

Except as otherwise provided in these Bylaws, matters of parliamentary procedure at all Board meetings shall be determined in accordance with Robert's Rules of Order.