

BYLAWS OF THE PORTAGE METROPOLITAN HOUSING AUTHORITY

ARTICLE I - THE AUTHORITY

SECTION 1: Name of Authority.

The name of the Authority shall be the "Portage Metropolitan Housing Authority."

SECTION 2: Seal of Authority.

The seal of the Authority shall be in the form of the seal impressed at the end of this document.

SECTION 3: Office of the Authority.

The offices of the Authority shall be located at 2832 State Route 59, Ravenna Township, Ohio, but the Authority may have offices in such other place or places as the Authority may from time to time designate by resolution.

ARTICLE II - AUTHORITY BOARD

SECTION 1: Appointment of Members of the Authority.

The Authority Board shall consist of five members appointed in accordance with the Ohio Revised Code. Board terms will be for 5 years, and filled on a staggered annual basis, by a resident of Portage County, unless otherwise specified by the ORC. Public officials, other than the officers having the appointing power under ORC 3735.27, shall be eligible to serve as members, officers, or employees of the Authority notwithstanding any statute, charter, or law to the contrary. Not more than two such public officials shall be members of the Authority at any one time. Vacant positions on the Authority Board shall be filled by the appointing authority for that particular position. Members will continue to serve until a replacement has been appointed and taken the oath of office.

SECTION 2: Duties.

The Authority may employ counsel, an executive director and such other employees as it deems necessary to exercise its powers, duties and functions as prescribed by Sections 3735.28 of the Ohio Revised Code and all other applicable laws of the State of Ohio. The selection and compensation of such personnel shall be determined by the Authority, subject to the laws of the State of Ohio. All members of the Authority shall serve without compensation but shall be entitled to be reimbursed for all necessary expenses incurred.

SECTION 3: Officers.

The officers of the Authority shall be a Chairman and a Vice-Chairman. The Chairman and Vice-Chairman shall be elected at the last meeting of the fiscal year and shall hold office for one year or until other successors are elected and qualified. Should the offices of Chairman or Vice-Chairman become vacant, the Authority shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office.

SECTION 4: Chairman.

The Chairman shall preside at all meetings of the Authority. Except as otherwise authorized by

Resolution of the Authority, the Chairman shall sign required legal documents for the Authority. At each meeting, the Chairman shall submit such recommendations and information as he/she may consider proper concerning the business, affairs and policies of the Authority.

SECTION 5: Vice-Chairman.

The Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman, and in case of the resignation or death of the Chairman, the Vice-Chairman shall perform such duties as are imposed on the Chairman until such time as the Authority shall appoint a new Chairman. In the absence of the Chairman, the Vice-Chairman may also execute documents noted above as the representative of the Authority.

SECTION 6: Secretary.

The Executive Director of the Authority shall be ex-officio Secretary of the Authority and shall keep the records of the Authority, shall act as Secretary of the meetings of the Authority and record all votes, and 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 duties incident to the Secretary's position. He/she shall keep in safe custody the seal of the authority and shall have power to affix such seal to all Board resolutions and instruments authorized to be executed by the Authority.

SECTION 4: Fiscal Responsibilities.

The Board shall designate by Resolution, from its current membership, two members and an alternate who will have the authority to sign checks on behalf of the Authority. The authority designated to these individuals will remain indefinitely, provided they are active members, until a replacement Resolution has been adopted by vote of the Board. The Executive Director has the responsibility to review and authorize all payments prior to check issuance, and can serve as a signatory to Authority checks. The signatures of any combination of two of these designees shall be required for checks issued by the Authority.

ARTICLE III - EXECUTIVE DIRECTOR

SECTION 1: Appointment.

An Executive Director of the Authority shall be employed by the Authority for the purpose of having general supervision over the administration of the business and affairs of the Authority, subject to the direction of the Authority. The Executive Director shall have such duties, term, and compensation as the Authority fixes. No member of the Authority may serve as Executive Director and as a member of the Authority at the same time. This notwithstanding, a temporary appointee selected from among the members of the Authority may serve without compensation, other than payment of necessary expenses.

SECTION 2: Duties.

The Executive Director shall be charged with the management of the housing programs of the Authority. He/she shall have the care and custody of all funds of the Authority and shall oversee the deposit of the same in the name of the Authority in such bank or banks as the Authority may select. The Executive Director shall sign all orders for the payment of moneys under the direction of the Authority. He/she shall oversee the maintaining of regular books of accounts showing receipts and expenditures and shall render to the Authority, at each regular meeting

(or more often when requested), and also of the financial condition of the Authority. He/she shall give such bond for the faithful performance of his/her duties as the Authority may determine. The Executive Director shall have the authority to terminate employees, hire new employees, and determine employee compensation, in accordance with the annual operating budget approved by the Authority. He/she shall have the authority to sign HUD program agreements, investment documents to invest funds of the Authority in a lawful manner, contracts for services and construction, and HUD reports and submissions, unless otherwise stipulated by a funder or the Authority.

ARTICLE IV - MEETINGS

SECTION 1: Annual Meeting.

The Annual Meeting of the Authority shall be designated as the December meeting.

SECTION 2: Regular Meetings.

Unless resolved otherwise, regular meetings will be held the last week of the month at a time that will be determined by the Board. Any action taken by the Authority at a meeting other than an annual, regular or special meeting shall be ineffective and without legal force or effect unless subsequently ratified by the Authority.

SECTION 3: Special Meetings.

The Executive Director (with concurrence of an officer) or the Chairman may, when he/she deems expedient, call a special meeting of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting shall be delivered to each member of the Authority or shall be mailed to the business or home address of each member of the Authority at least two 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 of the members of the Authority are present at a special meeting any and all business may be transacted at such special meeting.

SECTION 4: Executive Session.

Executive sessions may be held before an open meeting, conducted during an open meeting, announced for a future time before an open meeting adjourns, held at the conclusion of an open meeting, or called in between regularly scheduled meetings. Executive sessions will be convened in accordance with the Ohio Revised Code. The reason for the call for an executive session will be made public through a motion and a second. The convening of an executive session shall require a roll call vote with a majority voting in the affirmative. No official transactions will be conducted during the executive session.

SECTION 5: Quorum.

At all meetings of the Authority, three of the members of the Authority shall constitute a quorum for the purpose of transacting business. A smaller number may meet and adjourn to some other time or until a quorum is obtained; provided, that notice of adjournment and rescheduled date and time is provided in advance to those absent.

SECTION 6: Business Agenda.

At the regular meetings of the Authority, the following shall be the order of business.

- Communications

- Executive Director's report
- Attorney's Report
- Unfinished business
- New business
- Review of financial position
- Approval of minutes of previous meeting

The Chairman reserves the right to change the order of business as he/she deems necessary.

SECTION 7: Manner of Voting.

The voting on all official actions coming before the Authority shall be by a motion and a second to the motion, with the recording of the number of yeas and nays entered in the minutes of such meeting if the vote is not unanimous. A motion shall be passed upon the affirmative vote of the majority of a quorum. All resolutions shall be in writing and shall be maintained in a journal of the proceedings of the Authority.

SECTION 8: Minutes.

Written minutes shall be kept of all public meetings. The minutes shall include the following:

- The date, time, and place of the meeting.
- The names of members present.
- The substance of all official actions and a record of votes in favor of, opposed to, and the number of abstentions pertaining to all official actions.
- The names of citizens who appeared officially at the meeting and the subject of their comments.

ARTICLE V - AMENDMENTS

SECTION 1: Amendments to By-Laws.

The By-laws of the Authority shall be amended only with the approval of at least three members of the Authority at a regular or a special meeting.