

BYLAWS OF THE HOUSING AUTHORITY OF THE CITY OF MILWAUKEE

ARTICLE I - THE AUTHORITY

Section 1 - Name of Authority. The name of the Authority, a public body corporate and politic, shall be "Housing Authority of the City of Milwaukee," consistent with Wis. Stat. § 66.1201(4)(a).

Section 2 - Seal of Authority. The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

Section 3 - Office of Authority. The offices of the Authority shall be at 809 North Broadway in the City of Milwaukee, Wisconsin, but the Authority may have offices at such other place or places as the Authority may, from time to time, designate by resolution.

ARTICLE II - OFFICERS

Section 1 - Officers. The officers of the Authority shall be a Chairperson, a Vice-Chairperson, and a Secretary (who shall be Executive Director).

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

Section 3 - Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the unavailability of the Chairperson, and in case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Authority shall appoint a new Chairperson.

Section 4 - Secretary-Executive Director. The Secretary of the Authority shall be the Executive Director of the Authority. The Secretary-Executive Director shall have general supervision over the administration of the business and affairs of the Authority,

subject to the direction of the Authority. In the unavailability of the Secretary-Executive Director, the Assistant Secretary-Executive Director shall assume the duties of the Secretary-Executive Director. In the unavailability of both the Secretary-Executive Director and the Assistant Secretary-Executive Director, the duties of the Secretary-Executive Director shall be assumed in a succession as determined by the Authority, as recorded in the Authority's Employee Handbook.

The Secretary-Executive Director shall keep the records of the Authority, shall act as secretary of the meetings of the Authority and record all votes, shall keep a record of the proceedings of the Authority, and shall perform all duties incident to this office. The Secretary-Executive Director shall keep in safe custody the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority. The Secretary-Executive Director shall prepare or cause to be prepared notices of all meetings and forward them in due course to the Commissioners of the Authority.

The Secretary-Executive Director shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Authority may select. The Secretary-Executive Director shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of the Authority. Except as otherwise authorized by resolution of the Authority, all such orders and checks shall be countersigned by the Chairperson. The Secretary-Executive Director shall keep or cause to be kept regular books of accounts showing receipts and expenditures, and shall render to the Authority, at each regular meeting (or as often as requested), an account of transactions and also of the financial condition of the Authority.

The Secretary-Executive Director is authorized to approve and enter into contracts and real estate transactions in conformity with the maximum amounts listed in applicable federal, state and local laws, as well as the Authority's Procurement Policy, while procuring contracts, transactions and purchase orders with said funds.

The compensation of the Secretary-Executive Director shall be determined by the Authority, provided that a temporary appointee selected from among the Commissioners of the Authority shall serve without compensation (other than the payment of necessary

expenses).

Section 5 - Additional Duties. The officers of the Authority shall perform such other duties and functions as may, from time to time, be required by the Authority or the bylaws or rules and regulations of the Authority.

Section 6 - Appointment of Commissioners and Election of Officers. The Housing Authority Board of Commissioners ("Board") shall consist of seven (7) members (each, a "Commissioner"), each appointed by the Mayor and confirmed by the Common Council. Two (2) of the Commissioners shall be residents of Authority-acquired or Authority-constructed properties, at least one (1) of whom is an eligible resident pursuant to federal regulations. The remaining five (5) Commissioners may be general members. No commissioner may be connected in any official capacity with any political party nor may more than two (2) be officers of the City of Milwaukee. The Commissioners shall each serve a five (5) year term without compensation (other than the payment of necessary expenses). The Chairperson and Vice-Chairperson 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. The Authority and its Commissioners shall comply or cause compliance strictly with all provisions of Wis. Stat. § 66.1201 to 66.1213, the laws of the State of Wisconsin, and any contract of the Authority. Commissioners may be removed pursuant to procedures set forth in the laws of the State of Wisconsin; for example, due to inefficiency or neglect of duty or misconduct in office.

The Secretary-Executive Director shall be appointed by the Authority. Any person appointed to fill the office of Secretary-Executive Director, or any vacancy therein, shall have such term as the Authority fixes, but no Commissioner shall be eligible to this office, except as a temporary appointee.

Section 7 - Vacancies. Should the offices of Chairperson or Vice-Chairperson 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. When the office of Secretary-Executive Director becomes vacant, the Authority shall appoint a successor.

Section 8 - 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 Wis. Stat. § 66.1201, and all other laws of the State of Wisconsin applicable thereto. The selection and compensation of such personnel (including the Secretary-Executive Director), shall be determined by the Authority subject to the laws of the State of Wisconsin.

ARTICLE III - MEETINGS

Section 1 - Annual Meeting. The Authority shall hold an annual meeting each year at such time and place as determined by the Board.

Section 2 - Regular Meetings. The Authority shall hold its regular meetings at such times and places as determined by motion of the Authority. Once a meeting has had its notice posted, it may be cancelled by motion of the Authority, by notice given by the Secretary-Executive Director, or by inclusion of such cancellation in the minutes of the meeting following such cancelled meeting.

Section 3 - Special Meetings. Whenever the Chairperson or any two (2) Commissioners of the Authority shall deem it necessary to call a special meeting, such special meeting may be called for a designated time and place by furnishing written or electronic notice to each of the Commissioners at least twenty-four (24) hours prior to the time of such special meeting. The call for such special meeting shall identify the purpose for which the meeting is held.

Section 4 - Quorum. At all meetings of the Authority, four (4) of the Commissioners shall constitute a quorum for the purpose of transacting business; provided, however, that a smaller number of Commissioners may meet as a committee for consideration of Authority matters, such matters to be reconsidered when a quorum is attained for the purpose of transacting business, or adjourned to some other time or until a quorum is present. When a quorum of the Commissioners are present to meet and conduct business, vacancies on the Board shall not prohibit the Board from operating.

Section 5 - Manner of Meeting. The publicly held meetings of the Board will generally follow Robert's Rules of Order as it deems appropriate.

All resolutions shall be in writing and shall be placed in a

journal of the proceedings of the Authority. An electronic record shall satisfy this requirement, per the laws of the State of Wisconsin.

Section 6 - Manner of Voting, Adoption of Resolutions. All business transacted by the Authority related to the following shall be carried on by the adoption of an appropriate resolution: (i) the expenditure of funds or finances in general, (ii) approval of contracts valued in excess of current legal, regulatory or policy limits for staff approval, (iii) execution of deeds or other instruments, (iv) performance of statutory requirements, (v) amendments of bylaws, and (vi) actions in any manner whatsoever pertaining to the powers, responsibilities or obligations of the Authority. Voting on all resolutions coming before the Authority, having been properly introduced, moved for adoption, and duly seconded, shall be by roll call. Matters requiring action without the adoption of a resolution shall, after motion duly made and seconded, be deemed carried by a voice vote. All resolutions, motions or other items shall be entered upon the minutes and copied in the journal of proceedings of the Authority. An electronic record shall satisfy the requirement for recording the roll call of resolutions and voice vote matters, per the laws of the State of Wisconsin. Pursuant to Wis. Stat. § 66.1201(7), if a Commissioner owns or controls a direct or indirect interest in any property included in a housing project, or has a direct or indirect interest in any contract in connection with any housing project, that person shall immediately disclose the interest in writing to the Authority and the disclosure shall be entered on the minutes of the Authority. If a Commissioner believes that any other reason exists to recuse themselves from consideration or voting on any matter of business before the Authority, such as to comply with any provision of federal, state, or local law, that person shall promptly disclose the nature of that need to the Chairperson and Secretary-Executive Director. A Commissioner recusing for any reason shall not participate in discussion, deliberation, or voting on the matter from which they are recusing, and will be excluded from quorum for purposes of both meeting and voting on the matter. Recusal of a Commissioner shall be noted in the record of the meeting.

ARTICLE IV - AMENDMENTS

Section 1 - Amendments to Bylaws. The bylaws of the Authority shall be amended only with the approval of a majority of the members present at a regular or a special meeting, but no such

amendment shall be adopted unless at least four (4) days' written or electronic notice of the meeting and the proposed amendments are provided to all of the members of the Authority. Amendments to the bylaws of the Authority shall also be approved by the U.S. Department of Housing and Urban Development ("HUD"), in writing.

ARTICLE V - INSTRUMENTALITIES

Section 1 - Instrumentalities. The Authority as a Public Housing Agency ("PHA") recognized by HUD may choose to establish corporations legally and effectively controlled by the Authority through which its functions or policies may be implemented and that utilize public housing funds or public housing assets for the purpose of carrying out its public housing development functions (each, an "Instrumentality") to meet the Authority's mission to ensure long-term sustainability of public housing developments in accordance with 24 CFR § 811.105.

In the event the Authority elects to create an Instrumentality, the Authority shall authorize and create it pursuant to the laws of the State of Wisconsin and shall maintain the legal authority of the Authority and the Instrumentality for such creation. At the time an Instrumentality is created, the Authority shall obtain an opinion of counsel that compliance with all then-existing HUD requirements and the laws of the State of Wisconsin as to the creation of the Instrumentality have been met.

The Instrumentality bylaws shall limit the activities it has authority to perform, the responsibilities it will assume, and any funds and assets it may receive connected therewith, in carrying out, or assisting in exercising the powers and carrying out, the mission of the Authority. Pursuant to a cooperation agreement, the Authority and the Instrumentality may choose to share services, facilities, equipment, and expertise and the Authority may provide other assistance to the Instrumentality to allow it to carry out the responsibilities of the Instrumentality.

The creation of the Instrumentality, the articles of incorporation and bylaws, and any subsequent amendments thereto, shall be approved by the Board and HUD in writing.

The Board shall appoint all members of the Instrumentality's

board of directors (each, a "Director"). The Director's terms and the process for their appointment and removal shall be expressly described in the bylaws of the Instrumentality. The Authority's Commissioners, officers, or employees may be Directors or officers of the Instrumentality. At least one (1) Commissioner shall be appointed to serve on the Instrumentality's board of directors and shall provide quarterly reports to the Board of the Instrumentality's activities. No Director may be connected in any official capacity with any political party nor may more than two (2) be officers of the City of Milwaukee.

The Authority shall approve all projects, programs and expenditures in excess of Two Hundred Fifty Thousand Dollars (\$250,000.00) of the Instrumentality. The Instrumentality bylaws shall require that it receive no excess compensation in connection with the financing of a project or management of a program, except for its expenses and contractual fees.

The Instrumentality shall furnish an audit of all its books and records by an independent public accountant to the Board within one hundred twenty (120) days after the end of each fiscal year. The Authority shall retain the right of access at any time to all books and records of the Instrumentality.

The Authority shall perform an annual review of the Instrumentality's performance.

Upon dissolution of an Instrumentality, title to or other interest in any real or personal property that is owned by the Instrumentality at the time shall be transferred to the Authority, or to another PHA or not-for-profit entity, as determined by the Authority.

Resolution No. 2 - Adoption of original bylaws held at a regular meeting of the Housing Authority June 26, 1945

Resolution No. 8658 - Adoption of amendments to the bylaws June 29, 1988

Resolution No. 9776 - Adoption of amendments to the bylaws November 6, 1991.

Resolution No. 10271 - Adoption of amendments to the bylaws

September 8, 1993.

Resolution No. 10489 - Adoption of amendments to the bylaws held at a regular meeting of the Authority on August 23, 1994.

Resolution No. 11881 - Adoption of amendments to the bylaws held at a regular meeting of the Authority on September 16, 2004.

Resolution No. 13381 - Adoption of amendments to the bylaws held at a regular meeting of the Authority on April 12, 2023.

Resolution No. [____] - Adoption of amendments to the bylaws held at a regular meeting of the Authority on [____], 2025.