

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. Statute § 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 he/she 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 Housing 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 shall assume the duties of the Secretary-Executive Director. In the unavailability of both the Secretary-Executive Director and the Assistant Secretary, the duties of the Secretary-Executive Director shall be assumed in a succession as

determined by the Authority, as recorded in the 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. He/she 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. He/she shall prepare or cause to be prepared notices of all meetings and forward them in due course to the Commissioners of the Authority.

He/she 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 consists of seven members appointed by the Mayor and confirmed by the Common Council, and shall include two residents of Authority-

owned or -constructed properties, at least one of whom is an eligible resident pursuant to federal regulations, and five general members, up to one of whom may be an elected or appointed public official who meets the requirements of Wis. Stat. § 66.1201. The Commissioners serve a 5-year term and shall serve 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 year or until their successors are elected and qualified. The Authority and its Commissioners shall comply or cause compliance strictly with all provisions of State Statutes 66.1201 to 66.1211, with the laws of the state and with any contract of the authority. Commissioners may be removed pursuant to procedures set forth in state statutes, 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 of the Authority 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, as aforesaid.

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 Sections 66.1201 of Wisconsin Statutes, 1935, as amended, 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 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, a majority of the Commissioners of the Authority 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 adjourn to some other time or until a quorum is present.

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 Wisconsin Statutes.

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: the expenditure of funds or finances in general, approval of contracts valued in excess of current legal, regulatory or policy limits for staff approval, execution of deeds or other instruments, performance of statutory requirements, amendments of bylaws, and 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 Wisconsin Statutes. 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 Chair 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 the 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 quorum of the members present at a regular or a special meeting, but no such amendment shall be adopted unless at least four days' written or electronic notice of the meeting and the proposed amendments are provided to all of the members of the Authority.

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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. ##### - Adoption of amendments to the bylaws held at a regular meeting of the Authority on March 15, 2023.