

Revised February 28, 2018

**BY-LAWS
PUBLIC HOUSING AGENCY OF THE CITY OF SAINT PAUL**

**ARTICLE I
THE AGENCY**

Section 1. Name of the Agency. The name of the Agency shall be the Public Housing Agency of the City of Saint Paul.

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

Section 3. Office of the Agency; Place of Meeting; Date and Time of Meeting. The office of the Agency shall be at such place in the City of Saint Paul, Minnesota as the Agency may from time to time by resolution determine. Regular and special meetings of the Agency shall be open to the public and shall be held in the office of the Agency; provided, however, that upon at least three days' written notice to the Commissioners of the place, date and time of such meeting, any regular or special meeting may be held at such other place or date or time within the City of Saint Paul, Minnesota as the Notice shall designate. A scheduled regular or special meeting may be rescheduled or canceled at least three days prior to the scheduled regular or special meeting at the direction of the Executive Director after consultation with the Board Chair. In the absence of the Board Chair, this action may be taken after consultation with the Vice Chair.

Section 4. Board of Commissioners: The Agency consists of seven Commissioners appointed according to law who shall constitute the Board of Commissioners. From the members of the Board of Commissioners the Chairperson shall appoint committees when authorized by Board resolution, to consider and make recommendations on policy matters. When appointing a committee the Chairperson shall also designate a committee chairperson and state the committee's

charge. The Committee chairperson shall call meetings of the committee, giving reasonable notice, and shall report committee recommendations to the Board at a regular or special meeting. No committee appointed under this section shall be a permanent committee unless so authorized by the Board resolution.

ARTICLE II. **OFFICERS**

Section 1. Officers. The officers of the Agency shall be a Chairperson, a Vice Chairperson, a Treasurer, a Secretary, and an Assistant Secretary, and such others as from time to time are provided by official action of the Agency. A Commissioner shall not hold more than one of the above named offices at the same time.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Agency if he or she is present. At each meeting he or she shall make such reports to the Agency as he or she may deem necessary or as may be required of him or her, and perform such other duties as are incident to his or her office or that may be required of him or her by the Agency. The Chairperson and the Secretary shall sign the official minutes of proceedings of the Board of Commissioners.

Section 3. Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in his or her absence or incapacity and/or because of resignation or death of the Chairperson, until a new Chairperson is elected.

Section 4. Secretary and Assistant Secretary. The Secretary shall perform the duties of the office of Secretary of the Agency and shall preside at all meetings of the Agency in the absence of the Chairperson and Vice Chairperson. The Assistant Secretary shall perform all the duties of the Secretary in his or her absence or incapacity and/or because of resignation or death of the Secretary until a new Secretary is elected.

Section 5. Treasurer. The Treasurer shall cause to be kept full and accurate records and accounts in books belonging to the Agency of all monies and securities of the Agency.

Funds of the Agency shall be deposited in banks approved by the Agency and located in the City of Saint Paul which comply applicable State Law and which meet the standards specified by the United States Department of Housing and Urban Development for deposit of funds advanced by the Department. Securities belonging to the Agency shall be deposited for safe keeping with one or more of the Agency's banks of account, or the Federal Reserve Bank, unless by resolution of the Agency, it is determined to place them in a safe deposit vault.

The Treasurer shall annually make a full report of the financial condition of the Agency and make such other reports as may be required of him or her by the Agency. All Commissioners having authority to sign for the Agency in the control of funds or securities shall be bonded in such sum as may be required by the Agency by resolution.

Section 6. Execution of Instruments. All deeds, contracts, promissory notes, warrants and other instruments, excepting checks authorized and certain instruments authorized by the Agency, shall be signed by any two of the Commissioners of the Agency, or in the event the action approving the execution of the instrument shall so provide, the same may be signed by one Commissioner, whose signature shall be attested by a second Commissioner of the Agency, or the same may be signed by the Executive Director and the Controller of the Agency, or such alternate Staff officer as the Executive Director may in writing designate. Checks shall be signed, or impressed with the facsimile signature of the Chairperson and Treasurer of the Agency. In the event that, due to calamity or otherwise, there are no Commissioners duly authorized by these By-Laws to perform the duties of the Chairperson and Treasurer, checks may be signed by any two

Commissioners or by the Executive Director and the Controller until such time as Commissioners are duly authorized to perform said duties.

ARTICLE III.
TERMS OF OFFICERS

All officers of the Agency shall be elected at the organizational meeting and thereafter at each annual meeting of the Agency and shall serve in whatever capacity they are chosen, for the term of one year and until their successors are elected and qualify. In the event the annual meeting is continued and the election shall be held at such continued meeting, all officers elected shall serve until the next annual meeting and until their successors are elected and qualify.

ARTICLE IV.
VACANCIES

Should the office of Chairperson, Vice Chairperson, Treasurer, Secretary or Assistant Secretary become vacant, the Agency shall elect a successor from its membership at a regular meeting, and such election shall be for the unexpired term of said office. Should the office of Treasurer become vacant, the Chairperson may appoint a temporary Treasurer to serve until a Treasurer is duly elected as provided in this Article.

ARTICLE V.
EXECUTIVE DIRECTOR

An Executive Director shall be appointed by the Agency, at such compensation, for such term, and with such duties as the Agency shall determine by resolution.

ARTICLE VI.
ADDITIONAL PERSONNEL

The Agency may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the Municipal Housing and Redevelopment Act of Minnesota and all other laws of the State of Minnesota applicable thereto. The compensation of such personnel shall be determined by the Agency upon recommendation of the Executive Director.

ARTICLE VII.
ANNUAL MEETINGS

The annual meeting of the Agency shall be held on the fourth Wednesday of September of each year at 9:00 a.m.; provided, however, that the date of the annual meeting may be postponed to a date on or before the last Wednesday in November upon an affirmative vote of at least four Commissioners in office at any time taken at any regular or special meeting of the Agency.

ARTICLE VIII.
REGULAR MEETINGS

Except as otherwise provided in Article I, Section 3 of these By-Laws, regular meetings shall be held on at least three days' notice on the fourth Wednesday of each month at 9:00 a.m. or at such other date and time within the month as the Board of commissioners at a regular or special meeting shall designate.

ARTICLE IX.
SPECIAL MEETINGS

Special meetings of the Agency may be held at any time on written call of the Chairperson or any two Commissioners of the Agency. Each Commissioner shall be given at least three days' written notice of a special meeting which may be given either by mail or by personal delivery. The notice shall state the time, place and purpose of the meeting, and no other business shall be

considered than shall have been specified in the notice. Special meetings of the Agency in committee may be held at the call of the Chairperson of the committee communicated to each members of the committee.

ARTICLE X.
QUORUM

The powers of the Agency shall be vested in the Commissioners thereof in office at any time; four of whom shall constitute a quorum for all purposes, but a lesser number may adjourn a meeting from time to time until quorum is obtained.

ARTICLE XI.
ORDER OF BUSINESS

At the regular meetings of the Agency, the following shall be the order of business:

1. Roll call
2. Reading and approval of the minutes of the previous meeting
3. Bills and communications
4. Reports of Committees
5. Unfinished business
6. New business
7. Report of the Executive Director
8. Adjournment.

Upon direction of the Chairperson, or the motion of two members of the Agency, all resolutions shall be in writing and shall be copied in a journal of the proceedings of the Agency. The business of the Agency shall be conducted according to the requirements of the By-laws and in accordance with such other rules of procedure as may be formally adopted. In all other matters Robert's Rules of Order shall govern.

ARTICLE XII.
MANNER OF VOTING

The voting on all questions coming before the agency shall be by roll call and recorded in minutes of proceedings of the Agency. The Chairperson and all members of the Agency at every meeting of said Agency shall be entitled to vote. Approval on any question coming before the Agency shall require an affirmative vote of at least four Commissioners, and unless otherwise provided in the motion, shall become effective upon adoption.

ARTICLE XIII.
AMENDMENTS

The By-Laws of the Agency shall be amended only with an affirmative vote of at least four of the Commissioners in office at any time. Proposals for By-Laws amendment must be submitted in writing at a regular or special meeting called for that purpose, and shall be considered at the next or a subsequent meeting following submission.

NOTES OF AMENDMENTS

1. Article VII was amended 11-18-92. The amendment changed “first Wednesday of September” to “third Wednesday of September” and “first Wednesday in November” to “last Wednesday in November”.
2. Article VIII was amended 11-18-92. The amendment changed “first Wednesday” to “third Wednesday”.
3. Article I was amended 8-17-94. The amendment eliminated the requirement of standing committees of the Board.
4. Article VIII was amended 2-24-99. The amendment changed “third Wednesday” to “fourth Wednesday”.
5. Article VII amendment proposed 8/25/99 to change “third Wednesday in September” to “fourth Wednesday in September”.

6. Article VII was amended 10/27/99. The amendment changed the annual meeting from the “third Wednesday of September of each year” to “fourth Wednesday of September of each year”.
7. Article I was amended 9/24/03. The amendment changed the “Place of Meeting; Date and Time of Meeting” and “A scheduled regular or special meeting may be rescheduled or canceled only with the concurrence of four commissioners obtained at least three days prior to the scheduled regular or special meeting.” and “A commissioner may indicate concurrence by telephone, which must be confirmed in writing received at the office of the Agency prior to the canceled meeting, or electronically by facsimile or email”.

8. 2/28/2018 Proposed amendments

ARTICLE I “Place of Meeting; Date and Time of Meeting” to state as follows:

A scheduled regular or special meeting may be rescheduled or canceled at least three days prior to the scheduled regular or special meeting at the direction of the Executive Director after consultation with the Board Chair. In the absence of the Board Chair, this action may be taken after consultation with the Vice Chair.

ARTICLE VIII. Regular Meetings

Except as otherwise provided in Article I, Section 3 of these By-Laws, regular meetings shall be held on at least three days’ notice on the fourth Wednesday of each month at 9:00 a.m. or at such other date and time within the month as the Board of Commissioners at a regular or special meeting shall designate.

ARTICLE IX. Special Meetings

Special meetings of the Agency may be held at any time on written call of the Chairperson or any two Commissioners of the Agency. Each Commissioner shall be given at least three days’ written notice of a special meeting which may be given either by mail or by personal delivery. The notice shall state the time, place and purpose of the meeting, and no other business shall be considered than shall have been specified in the notice. Special meetings of the Agency in committee may be held at the call of the Chairperson of the committee communicated to each member of the committee.