

AMENDED AND RESTATED
BYLAWS OF
LOUISVILLE METRO HOUSING AUTHORITY
As of October 19, 2021

Details of all Governmental Acts, Codes, and Regulations referenced throughout these By Laws can be found in Louisville Metro Housing Authority's Board Manual.

ARTICLE I

ORGANIZATION AND OFFICES

The Louisville Metro Housing Authority ("LMHA" or "Agency") is a governmental agency responsible for the development, operation, and management of federally sponsored low-rent housing in the City of Louisville and Jefferson County. The Agency was created by state legislation and derives its authority from KRS 67C.101. LMHA operates under state statutes and federal U.S. Department of Housing and Urban Development (HUD) regulations, which are applicable to management of housing that receives federal funding assistance. LMHA is also governed by the Commonwealth of Kentucky's Open Meetings Act (KRS 61.800 to 61.850) and the Open Records Act (61.870 to 61.884).

The principal office of the Agency is in Kentucky and its registered office under the laws of Kentucky shall be located at 420 South 8th Street, Louisville, Kentucky 40203, which may change from time to time.

ARTICLE II

BOARD OF COMMISSIONERS

1. General Powers. The affairs of the Agency shall be managed by its Board of Commissioners. The Board of Commissioners may from time-to-time delegate to Board committees, the Executive Director, and others with such authority pursuant to the provision of these Bylaws or in such other manner as may be permitted under applicable law.
2. Number, Election, Tenure and Qualification.
 - a. The Board of Commissioners shall consist of nine (9) Commissioners in any one fiscal year, who shall be elected as hereinafter set forth in this Article II. At least one of the Commissioners at all times shall be the Honorable Mayor of Louisville Metro or her/his designee as official proxy for the Mayor, and one Commissioner

shall be a resident within LMHA (as required by 24 CFR 964.415). Each Commissioner shall serve for a term of three (3) years and must be a resident within Jefferson County, Kentucky and at least 25 years of age.

- b. Starting terms for the Board of Commissioners shall begin such that one-third (1/3) of the number of Commissioners shall be staggered in a manner that their three year term expiration does not expire the same with the term expirations of the remaining two-thirds (2/3) Commissioners.
 - c. A Commissioner may resign upon written notice to the Board. Any Commissioner may be removed from office for conduct detrimental to the interest of the Agency by a majority vote of the Commissioners at any Regular or Special Meeting called for that purpose, and recommending such removal to the Mayor of Louisville Metro Government of the Commissioner that is subject to a removal. The Commissioner subject to removal at this proceeding shall not be entitled to vote.
3. Regular and Annual Meetings.
- a. Regular Meetings of the Board shall be held within Jefferson County, Kentucky. The Board of Commissioners may provide, by resolution, the time and place for the holding of such meetings, without other notice than such resolution. Unless specified otherwise by the resolution, Regular Meetings will typically be held on the third Tuesday of each month at 3:30 p.m. eastern time zone. All notices of a Regular Meeting of the Board of Commissioners must be sent in accordance with the Commonwealth's Open Meetings Act, KRS 61.800 to 61.850.
 - b. The Annual Meeting of the Board of Commissioners shall be held in July of every year and at such time and location as may be specified by the Chairman of the Board of Commissioners. In addition to the election of Commissioners as Officers, the Board may transact such other business as may come before it at its Annual Meeting. Notice of the Annual Meeting of the Board of Commissioners shall be given at least fifteen (15) days prior to the date of the Annual Meeting.
 - c. Procedures at all Regular and Annual Meetings are to be administered by the Chairman and governed following the guidelines within Robert's Rules of Order. Voting on all Resolutions brought to the Board of Commissioners shall be by voice vote. Any one Commissioner can demand a roll call vote take place over a voice vote to avoid any confusion between Yeas and Nays. In any event, all votes of Yeas and Nays must be entered into the Minutes of the Meeting.

4. Special Meetings. Special Meetings of the Board of Commissioners may be called at the request of the Chairman or at least two Commissioners of the Board. The person or persons authorized to call Special Meetings of the Board of Commissioners may fix any place, within Jefferson County, Kentucky, as the place for holding any special meetings of the Board of Commissioners called by them. Notice of any Special Meeting of the Board of Commissioners shall be given at least twenty-four (24) hours prior to the date of the Special Meeting, in accordance with Commonwealth's Open Meetings Act KRS 61.800 to 61.850. Such twenty-four hour notice can be waived by a majority of the Commissioners should a date of a Special Meeting be required sooner.
5. Notice. As further expressed in the Commonwealth's Open Meetings Act, notice of any Regular, Annual or Special Meeting of the Board of Commissioners shall be given orally, if reasonable under the circumstances, or in written form, delivered personally or by facsimile, any other form of wire, wireless or electronic communication or by mail or private carrier. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid; if notice is given by facsimile or email, such notice shall be deemed to be delivered when the facsimile or email is successfully sent. Any Commissioner may waive notice of any meeting, and the attendance of a Commissioner at any meeting shall constitute a waiver of such notice; except where a Commissioner attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The agenda of meetings of the Board of Commissioners may, but need not, be specified in the notice or waiver of notice of any such meeting.
6. Quorum. A majority of the number of voting Commissioners then holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Commissioners. The Commissioners present at a duly organized meeting of the Board of Commissioners at which a quorum is determined to be present may continue to transact business until adjournment notwithstanding the withdrawal of Commissioners leaving less than a quorum present. A Commissioner is considered to be present at a meeting if attending and participating either physically, by telephone or video conference. The Board of Commissioners shall be authorized to hold meetings by telephone or video conferencing whenever such meetings are deemed by the Chairman of the Board to be convenient or appropriate.
7. Voting. The act of a majority of the Commissioners present at a duly organized meeting of the Board of Commissioners at which a quorum is present shall be the act of the entire Board.
8. Compensation. In accordance with Federal Housing and Urban Development ("HUD") regulations, Commissioners may be paid any reasonable and pre-approved out-of-pocket expenses, if any, for attendance at each meeting of the Board of Commissioners, but no

Commissioner may receive a salary for such services. The reimbursement of expenses shall not preclude any Commissioner from serving the Agency in any other capacity and receiving compensation therefore.

9. Presumption of Assent. A Commissioner of the Agency who is present at a meeting of the Board of Commissioners at which action on any corporate matter is taken shall be presumed to have assented to the action unless her or his dissent shall be entered in the minutes of the meeting or unless she or he shall file her or his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Agency immediately after the adjournment of the meeting. Such right of dissent shall not apply to a Commissioner who voted in favor of such action.
10. Policies For Standards of Conduct. Commissioners are responsible for understanding and complying with Louisville Metro Government's rules for Code of Ethics, Standards of Conduct, and Conflict of Interest detailed in Louisville Metro Jefferson County Ordinance Chapter 21, as further detailed in the LMHA Board Manual. Each of these policies will be presented annually to each Commissioner for review and signature acknowledging their acceptance.

ARTICLE III

OFFICERS

1. Designation of Officers. The Officers of the Agency shall be: (i) a Chairman, (ii) a Vice-Chairman, and (iii) a Treasurer, that will also serve as Chair of the Finance and Audit Committee. The Secretary of the Agency, per ordinance, shall be the Executive Director of the Agency. The Board of Commissioners may also appoint such additional Officers from time to time as the Board may deem appropriate. The Officers of the Agency shall be elected to a one (1) year term by the Board of Commissioners at its Annual Meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon as possible thereafter. All Officers shall be elected by the affirmative vote of a majority of Commissioners present at a meeting of the Board of Commissioners at which a quorum is present. Any Officer may be reelected to office at the expiration of his or her term. Vacancies may be filled or new offices created and filled at any meeting of the Board of Commissioners. The Officers shall have the duties, responsibilities and authority set forth in these Bylaws and as may be otherwise delegated by resolution of the Board of Commissioners.
2. Board Chairman. The Chairman of the Board of Commissioners and shall supervise and control the affairs of the Board of Commissioners. The Chairman may also appoint Chairs

to the Board's standing committees. The Chair may also, from time to time, appoint ad hoc committees of the Board. The Chairman shall:

- a. Have the power to call special meetings for any purpose or purposes;
 - b. Carry out such policies as established by the Board and is given the necessary authority to execute or delegate authority to the Executive Director all contracts and other instruments of writing, binding or otherwise, affecting the Agency as approved by the Board;
 - c. Appoint chairs of Board committees;
 - d. Be responsible for the preparation of the agendas for the Board and Executive Committee meetings.
3. Vice-Chairman. A Vice-Chairman shall serve as acting Chairman in the absence of the Chairman. If a Vice Chair cannot or is unwilling to assume the duties of the Board Chair, then the Treasurer shall so serve as Board Chair. When acting in the Board Chair's place, the Vice Chair or Treasurer has all the powers of, and is subject to all restrictions of the Board Chair. The Vice-Chairman shall perform such duties as from time to time may be assigned by the Chairman and have such responsibilities as determined by the Board.
4. Secretary. The Secretary is, by Louisville Metro Government Ordinance 32.352, the Executive Director of the Agency and shall: (a) keep the minutes of the Board of Commissioners meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal; and (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairman of the Board or by the Board of Commissioners.
5. Treasurer. The Treasurer shall: (a) Chair all Finance and Audit Committee meetings; (b) work with the Chief Financial Officer of the Agency to create effective and timely agendas to address the required financial reporting and audit requirements of the Agency; and (c) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be designated by the Chairman of the Board or the Board of Commissioners.

ARTICLE IV

STANDING COMMITTEES

The Standing Committees are formal established committees sanctioned by the Board of the Agency. All committees are subject to the Commonwealth's Open Meetings and Open Records Acts as referenced in Article II Section 3 of these By Laws. All Committees will be Chaired by a designated Commissioner of the Board and may include residents of LMHA and

other community members, as determined by the Committee Chair. Standing Committees shall be as follows:

1. The Governance Committee. The Governance Committee shall be comprised of duly qualified persons under these Bylaws, and is charged with ~~overseeing~~ assisting the Board's oversight of the Agency's compliance with all applicable ~~legal entities statutes, regulation, policies~~ and guidelines, including making recommendations to the Board on the policies, procedures and practices of the Agency, and those relating to the Board's corporate governance role. This committee shall also establish procedures for the annual election of Officers, and contribute to the nomination of candidates to fill Board vacancies. ~~The Governance Committee shall also comprise of a "Board Commissioner Search Committee," which shall be composed of no fewer than four (4) and no more than six (6) committee members, of which one shall be the Board Chairman and no more than half may be Commissioners. The members of the Governance Committee (other than the Board Chairman) shall be appointed by the Governance Committee Chair. In its duty as the "Board Commissioner Search Committee", the Governance Committee is charged with producing a balanced slate, with consideration to gender, age, race, and interest in various programs and activities of the Agency. The Governance Committee shall consider possible nominees for recommendation to the Mayor of Louisville Metro Government. The members of the Governance Committee shall be appointed well in advance of the annual Board meeting in order to allow the Governance Committee to have a sufficient amount of time prior to the annual Board meeting to provide the proper notice to the Agency's Board of the names of the nominees and so that they will have an opportunity to recommend additional nominations to the Mayor, if they so choose. The Secretary shall include the names nominated by the Governance Committee, and any report of the Governance Committee, with the notice of the meeting at which the election occurs. Additional nominations must be submitted by petition to the Secretary with a minimum of fifty percent (50%) of current Commissioners' signatures at least ten (10) days prior to the annual meeting.~~
2. The Finance and Audit Committee. The Finance and Audit Committee shall be chaired by the elected Treasurer and comprise of duly qualified persons under these Bylaws, and it is charged with the oversight and management of the fiscal policies of the Agency as further defined in **Section 5 of Article III** of these Bylaws.
3. The Strategic Planning Committee. The Strategic Planning Committee shall be comprised of duly qualified persons under these Bylaws and be responsible for the investigation and study of the long term needs, viability, threats to and health of the Agency. From its work, the Strategic Planning Committee shall review and adopt a plan and present such plan to the Board for approval. Upon approval by the Board, the Strategic Planning Committee shall allocate to the appropriate committees and staff as many of the plan components as may be necessary for implementation and

measurement of the progress of the plan and its components. This committee shall provide a progress report regarding the strategic plan to the Agency's Board on a quarterly basis.

4. The Personnel Committee. The Personnel Committee shall be comprised of duly qualified persons under these Bylaws and be responsible for the oversight of human relations within the Agency as well as for the development of personnel, security, risk management and such other agency personnel policies as may from time to time be necessary.
5. The Choice Neighborhoods/HOPE VI Committee. The Choice Neighborhoods/HOPE VI Committee shall be comprised of duly qualified persons under these Bylaws and be responsible for compliance and policy oversight of all Metro Housing Authority projects that were funded through either Housing and Urban Development's Choice Neighborhoods or HOPE VI programs. This committee shall provide a progress report to the Agency's Board on a minimal of a semi-annual basis.
6. Security and Safety Committee. The Security and Safety Committee shall be comprised of duly qualified persons under these Bylaws and be responsible for policies related to security and safety at all LMHA facilities.
7. Committee on Opportunities for Poverty Elimination (COPE). The focus of the COPE committee is to identify and influence programs that would benefit residents of LMHA experiencing the burden of economic poverty, to create an effective path of communications and familiarity to residents about these programs, and eliminate any barriers that hinder LMHA residents from accessing these programs. Relevant programs would include furthering resident education, workforce training and skills development, as just a few examples. The committee will be Chaired by a Commissioner appointed by the Board Chairman, and include LMHA's Executive Director and other key LMHA staff, community leaders, residents, subject matter experts and other resources that the Committee Chair deems necessary to create these opportunities for LMHA residents.

ARTICLE V

CONTRACTS, LOANS

All contracts, loans, services or certain expenditures must comply with the Agency's Procurement Policy procedures.

1. Contracts. The Board of Commissioners may authorize any Officer or Officers, agent or agents, or Executive Director, to enter into any contract or execute and deliver any

instruments in the name of and on behalf of the Agency and such authority may be general or confined to specific instances.

2. Loans. No loans shall be contracted on behalf of the Agency and on evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Commissioners. Such authority may be general or confined to specific instances.

ARTICLE VI

AGENTS, EMPLOYEES, CONSULTANTS, PROFESSIONAL SERVICES

1. In General. Persons or firms other than Officers of this Agency may from time to time be engaged or employed to assist the Agency in carrying out its programs and purposes. Any such employment must be by action of the Executive Director, including but not limited to the Board's approval process of the annual budget, upon terms and conditions, including payment for services, set forth by the Commissioners.
2. Executive Director. The Executive Director shall be an individual appointed by the Honorable Mayor of Louisville and further supported by the Board of Commissioners, and shall be considered the Chief Executive Officer of the Agency. The Executive Director shall put into effect the decisions of the Board of Commissioners. Subject to such decisions, the Executive Director shall supervise and control the affairs of the Agency. The Executive Director shall report directly to the Honorable Mayor of Louisville and be responsible to the Board of Commissioners, and the Executive Director's authority may, from time to time, be limited or expanded by resolution of the Board of Commissioners.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Agency shall begin on the first day of July in each year and end on the thirtieth day of June the following year.

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice is required to be given to any Commissioner of the Agency or any other person under the provisions of these Bylaws or under the laws of the Commonwealth of Kentucky, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

INDEMNIFICATION AND BOND

Louisville Area Governmental Self-Insurance Trust (“LAGIT”) provides LMHA Public Officials Liability coverage (the public version of Directors and Officers Liability). As noted in LAGIT’s Trust Agreement, Article XIII, Sections 13.01 and 13.02, LAGIT indemnifies LMHA for covered claims against LMHA and reimburses LMHA for coverage LMHA provides to its “Protected Persons” which includes its Commissioners. In summary, any Commissioner or Officer or a former Commissioner or Officer of the Agency shall be indemnified by the Agency against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a part by reason of being or having been such Commissioner or Officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duty to the Agency and against any other expenses as authorized by resolution of the Board of Commissioners.

ARTICLE X

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the affirmative vote of a majority of the Board of Commissioners of the Agency at any regular meeting or at any special meeting of the Board called for the purpose of alteration, amendment, repeal or adoption of these Bylaws, as long as any amendment is consistent with all governmental Acts, Ordinances and Regulations governing LMHA.

WITNESS the signature of the duly authorized Officer of the Agency upon approval of the Board of Commissioners.

Lisa Osanka, Secretary

Manfred Reid, Chairman