

RESOLUTION 4-1

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF ROCKWALL TEXAS APPROVING AMENDED AND RESTATED BYLAWS; AND SETTING AN EFFECTIVE DATE.

WHEREAS, on August 1, 1950, the Board of Commissioners of the Housing Authority of the City of Rockwall Texas approved its initial set of Bylaws; and

WHEREAS, the Board of Commissioners of the Housing Authority of the City of Rockwall Texas has subsequently amended its Bylaws on May 16, 2000 and on August 20, 2015; and

WHEREAS, the Board of Commissioners of the Housing Authority of the City of Rockwall Texas desires to amend and restate its Bylaws; therefore

BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF ROCKWALL TEXAS THAT THE FOLLOWING RESOLUTION IS MADE:


SECTION 1. APPROVAL OF AMENDED AND RESTATED BYLAWS. The Board of Commissioners of the Housing Authority of the City of Rockwall Texas approves by resolution the Amended and Restated Bylaws, attached hereto as Exhibit A.

SECTION 2. INCORPORATION OF RECITALS. The Board of Commissioners of the Housing Authority of the City of Rockwall Texas hereby finds that the statements set forth in the recitals of this Resolution are true and correct, and the Board of Commissioners of the Housing Authority of the City of Rockwall Texas hereby incorporates such recitals as a part of this Resolution.


SECTION 3. SEVERABILITY. If any provision of this Resolution or the application thereof to any circumstance shall be held to be invalid, the remainder of this Resolution and the application thereof to other circumstances shall nevertheless be valid, and this governing body hereby declares that this Resolution would have been enacted without such invalid provision.

SECTION 4. EFFECTIVE DATE. This Resolution shall become effective immediately following its passage.

PASSED AND APPROVED BY THE COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY ROCKWALL TEXAS ON THIS 13 DAY OF April 2023.

BY: 

TIM MCCALLUM
CHAIRMAN

Attest: 

TONY RIOS
SECRETARY

OFFICIAL BYLAWS

AMENDED AND RESTATED CORPORATE BYLAWS OF THE HOUSING AUTHORITY OF THE CITY OF ROCKWALL, TEXAS

These Amended and Restated Bylaws (referred to as the “Bylaws”) govern the affairs of the Housing Authority of the City of Rockwall, Texas, a unit of government and a public, non-profit corporation (herein after referred to as the “Authority”).

Definitions: “City Council” (Duly elected City of Rockwall Mayor and Rockwall City Council Members); “Board of Commissioners” (five (5) Voting members appointed by Mayor).

Article I. Purpose

1.01 The Authority is organized exclusively for the purpose of benefiting and accomplishing public purposes of the City of Rockwall, Texas in accordance with the Housing Authorities Law as provided by Chapter 392 of the Texas Local Government Code (“the Act”). The Authority has no members and is a non-stock corporation.

1.02 Without limiting the foregoing, the Authority shall manage and operate its housing projects in an efficient manner to enable it to set rentals at the lowest possible rates consistent with providing decent, safe, and sanitary housing and the Authority shall not construct or operate a project for profit or a source of revenue for or to the City.

Article II. Registered Office and Agent

2.01 The registered office of the Authority shall be maintained in the City of Rockwall, Rockwall County, Texas, where the Authority shall maintain a registered office at 100 Lake Meadows Dr., Rockwall, Texas 75087, and the registered agent as provided in the Act. The Board of Commissioners shall be authorized to establish additional offices as well, and to change the location of any office of the Authority.

Article III. Board of Commissioners Management of the Authority and General Powers

3.01 The affairs of the Authority shall be managed by a Board of Commissioners appointed by the Mayor. All voting rights shall be vested solely in the Board of Commissioners, whose members shall serve without compensation. In addition to the powers and authorities expressly conferred upon them by these Bylaws, the Board of Commissioners may exercise all such powers of the Authority and do all lawful acts and things as are not prohibited by statute, law or these Bylaws.

3.02. The Board of Commissioners shall be composed of five (5) voting Commissioners, who shall be appointed by the Mayor. The Executive Director is an ex-officio member of the Board and does not have the right to vote.

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Qualifications of Commissioners

3.03 Board Commissioners will be selected based on interest in the work of the Authority, special expertise, and civic service.

A Board Commissioner cannot be an officer or employee of the City of Rockwall.

At least one (1) Commissioner must be a tenant of a public housing project over which the Authority has jurisdiction or who be a recipient of housing assistance administered through the Authority's housing choice voucher program or project-based rental assistance program.

No person can serve concurrently on the Board of Commissioners and the City Council.

3.04 The term of office for each Commissioner shall be two (2) years or until successors are appointed. The terms should be staggered. New members shall take office beginning n January 1 of the calendar year.. No Board Commissioner can serve more than three (3) consecutive full terms or up to six (6) years.

Vacancies

3.05 Any vacancy occurring in the Board of Commissioners will be filled by appointment of the Mayor for the remaining portion of the term. If a Commissioner is appointed to fill an unexpired term, the length of time will not apply to the six-year maximum.

Board Meeting Attendance

3.06 If a Board Commissioner fails to attend three (3) consecutive regular meetings of the Board of Commissioners during the Board Commissioner's term, a majority of the Commissioners shall decide whether to declare the position vacant and request that a new Board Commissioner be appointed by the Mayor, or a majority of the Commissioners may decide to allow the Board Commissioner to serve the remaining portion of the Board Commissioner's term.

Duties of Board Commissioners

3.07 Board Commissioners shall exercise ordinary business judgment in managing the affairs of the Authority. Board Commissioners shall act as fiduciaries with respect to the interests of the citizens of Rockwall. In acting in their official capacity as Board Commissioners of this Authority, Board Commissioners shall act in good faith and take actions they reasonably believe to be in the best interests of the Authority and that are not unlawful. In all other instances, the Board of Commissioners shall not take any action that they should reasonably believe would be opposed to the Authority's best interests or would be unlawful. A Board Commissioner shall not be liable if, in the exercise of ordinary care, the Board Commissioner acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Authority.

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Article IV. Officers Officer Positions

4.01 The officers of the Authority shall be a **Chairman** and **Vice Chairman** of the Board who shall be members of the Board of Commissioners, and the **Secretary**, who shall be the Executive Director of the Authority. The Board of Commissioners may appoint other officers as considered necessary. The officers shall have all powers specified in the Bylaws, as amended from time to time, and all powers authorized under the Act and the Texas Business Organizations Code.

Election and Terms of Office

4.02 The **Chairman** and the **Vice Chairman** of the Board of the Authority shall be elected annually by the Board of Commissioners at the last meeting of the fiscal year and assume their duties at the first regular meeting of the new fiscal year. If the election is not held at the last meeting of the fiscal year, it shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly elected and qualified. The **Chairman** and the **Vice Chairman** may be elected to succeed himself or herself. Vacancies in officer positions may be filled by the Board of Commissioners from the Board's membership for the unexpired term.

Chairman

4.03 The **Chairman** shall generally supervise and control all of the business and affairs of the Authority and shall preside at all meetings of the Board of Commissioners. The **Chairman** shall perform all duties incident to the office and other duties prescribed from time to time by the Board of Commissioners. He or she may execute deeds, mortgages, bonds, contracts, or other instruments that the Board of Commissioners has authorized to be executed. However, he or she may not execute instruments on behalf of the Authority if this power is expressly delegated to another officer or agent of the Authority by the Board of Commissioners, Bylaws, or statute.

Vice-Chairman

4.04 The **Vice-Chairman** shall perform such duties as assigned to him or her by the Board of Commissioners. In the absence of the Chairman, or if the Chairman is unable or refuses to act, the Vice-Chairman shall perform the duties of Chairman and have all the powers and be subject to all the restrictions of that office.

Secretary

4.05 The **Secretary** shall be the custodian of the corporate records. The **Secretary** shall record and keep or cause to be recorded and kept all votes and minutes of the meetings of the Board. The Secretary shall further give or cause to be given notice of all meetings of the Board of Commissioners and its committees, and shall perform such other duties as may be prescribed by the Board of Commissioners. The Secretary may designate one or more Assistant Secretaries, who shall be employees of the Authority, to assist in the administration of the corporate records.

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Executive Director

4.06 The **Executive Director** shall perform such duties as may be incident to his or her office or specifically delegated to him or her. The **Executive Director** shall be responsible for policy and program implementation and for all operations of the Authority, including hiring, supervising, and dismissing employees, and can serve as a member of any committees created by the Board of Commissioners. The **Executive Director** shall compile and submit to the Board regular reports and recommendations regarding the programs, policies, and business affairs of the Authority. The Executive Director is not a Commissioner and does not have the right to vote on any matter before the Board of Commissioners.

Article V. Board Committees Creation of Committees

5.01 The Board of Commissioners may establish and delegate specified authority to additional standing and ad hoc committees from time to time. A committee may include persons who are not Commissioners of the Authority, provided they otherwise meet the same qualifications of a Commissioner. The Board of Commissioners may establish qualifications for membership of a committee.

Limitations of Committees

5.02 The establishment of a committee shall not relieve the Board of Commissioners, or any individual Commissioner, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Commissioners to:

- (a) Amend the articles of incorporation.
- (b) Adopt a plan or merger or a plan of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of any property and assets of the Authority.
- (d) Authorize the voluntary dissolution of the Authority.
- (e) Revoke proceeding for the voluntary dissolution of the Authority.
- (f) Adopt a plan for the distribution of the assets of the Authority.
- (g) Amend, alter, or repeal the Bylaws.
- (h) Elect, appoint, or remove a member of a committee or Commissioner or officer of the Authority.
- (i) Approve any transaction to which the Authority is a party or undertake any action that involves a potential conflict of interest as defined in paragraph 7.05 below.
- (j) Take any action outside the scope of authority delegated to it by the Board of Commissioners.

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- (k) Take final action on a matter that requires the approval of the Board of Commissioners.
- (l) Commit Authority funds without the prior approval of the Board of Commissioners.
- (m) Undertake any other matters appropriate to the authority of the Board of Commissioners.

Committee Terms

5.03 The members of each standing committee shall serve until the end of the fiscal year and/or until successors are appointed by the Board of Commissioners, unless the committee is terminated or a member is removed, resigns or ceases to qualify as a member. Vacancies on committees may be filled in the same manner as the original appointment.

Rules

5.04 Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Commissioners. Committee meetings will be posted and comply with the provisions of the Texas Open Meetings Act.

Article VI. Meetings

Regular Meetings

6.01 The Board of Commissioners shall provide for at least six (6) regular meetings annually by resolution. Regular meetings of the Authority shall be held at the Center at Rockwall City Place located at 108 East Washington, Rockwall Texas, unless the Board designates another location for the meeting to be held.

Special Meetings

6.02 Special meetings of the Board of Commissioners may be called by the Mayor or at the request of the Chairman of the Board or upon written request of at least three (3) Commissioners. Any notice of a special meeting shall contain a summary of the business or proposals to be brought before the special meeting. Should a Commissioners' request for the special meeting be submitted to the Chairman and filed in the Executive Director's office by three (3) Commissioners, the Chairman shall determine and notify all Commissioners in writing of the date, time and place of the special meeting within three (3) days of the receipt of the Commissioners' request, and the meeting shall be held within ten (10) days of the receipt of the Commissioners' request.

Emergency Meetings

6.03 Emergency meetings of the Board of Commissioners may be called in the case of an emergency or when there is an urgent matter of public necessity as permitted by state law. Any notice of an emergency meeting, or supplemental notice of the meeting, must be posted for at

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least one hour before the meeting is convened. The Board of Commissioners may only deliberate and take action on matters included in the notice or supplemental notice if immediate action of the Board of Commissioners is required, as provided under state law. Notice must also be provided at least one hour before the meeting is convened to members of the news media who have previously filed a request and agreed to reimburse the Board of Commissioners for providing the special notice by telephone, fax or electronic mail.

Notice

6.04 Written or printed notice of each regular meeting of the Board of Commissioners shall be delivered to each Commissioner by U.S. mail, fax, electronic mail or other means not less than five (5) days before the date of the meeting. If mailed through U.S. mail, a notice shall be deemed to be delivered when deposited in the U.S. mail addressed to the person at his or her address as it appears in the records of the Authority, with postage paid. If electronic mail is used to deliver a notice, the notice shall be deemed to be delivered when the electronic mail is sent to the person at his or her email address as it appears in the records of the Authority. The notice shall state the place, day and time of the meeting. In the case of special meetings, notice may be issued to Commissioners by U.S. mail, telephone, fax, electronic mail or in person at least three (3) days before the date of the meeting, and in addition to place, date and time, shall include who called the meeting and the purpose for which the special meeting is called. In the case of emergency meetings, Commissioners shall be informed of the date, time, place of the meeting and the purpose for which the meeting is called at least one hour prior to the meeting. Notice of an emergency meeting shall be delivered by telephone, fax, electronic mail or in person at least one hour before the meeting is convened. Attendance of a Commissioner at a meeting shall constitute a waiver of notice of that meeting, except where a Commissioner attends a meeting for the express purpose of objecting to the transaction or any business on the ground that the meeting is not lawfully called or convened.

Quorum

6.05 A majority of the Board Commissioners currently serving shall constitute a quorum for the transaction of business at any meeting of the Board of Commissioners

Action of Board of Commissioners

6.06 The unanimous vote of a majority of the Board Commissioners present and voting at a meeting shall be sufficient to constitute the act of the Board of Commissioners.

Proxies

6.07 A Board Commissioner may not vote by proxy.

Open Meetings

6.08 All meetings and deliberations of the Board of Commissioners and any committees shall be called, convened, held, and conducted in accordance with the Texas Open Meeting Act,

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Chapter 551, Texas Government Code, as amended. Executive (closed) session must be announced by the Chair and conducted strictly in accordance with the requirements of the Texas Open Meetings Act. Attendance and participation at meetings and deliberations of the Board of Commissioners and any committees shall be permitted through electronic or video conference means to the extent permitted by state law.

Order of Business

6.09 The general order of business at a meeting of the Association shall be:

Call the Public Meeting to Order
Declare a Quorum
Pledge of Allegiance
Public Comment
Consent Agenda Items
Executive Session, if any
Reconvene Public Meeting and Take Any Action as a Result of Executive Session
Executive Director's report

Article VII. Corporate Duties, Transactions, and Responsibilities Budget and Performance Evaluation

Annual Corporate Budget

7.01 The Board of Commissioners shall prepare a proposed budget of expected revenues and proposed expenditures for the next ensuing fiscal year.

Deposit and Investment of Authority Funds

7.02 All proceeds from the issuance of bonds, notes, or other debt instruments issued by the Authority shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to their issuance. All other monies of the Authority shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment of the public funds as provided by the Board of Commissioners. The Board of Commissioners shall designate the accounts and depositories to be created and designated for such purposes, and the methods of withdrawal of funds there from for use by and for the purposes of the Authority.

Contracts

7.03 The Board of Commissioners may, by official action as specified herein, authorize the Chairman, the Executive Director or another specified Commission to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Authority, which is authorized under these Bylaws. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

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Gifts

7.04 The Board of Commissioners may accept, on behalf of the Authority, any gift or bequest provided for the general purpose of or for any special purpose of the Authority. Special funds shall include all funds from government contracts and gifts designated by a donor for special purposes. All other funds shall be general funds.

Potential Conflicts of Interest

7.05 The Authority shall not make a loan to a Commissioner or officer of the Authority. A Commissioner, officer, or committee member of the Authority may not lend money to and otherwise transact business with the Authority except as otherwise provided by the Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Authority has the same rights and obligations relating to those matters as other persons transacting business with the Authority. The Authority shall not borrow money from or otherwise transact business with a Commissioner, officer, or committee member of the Authority unless the transaction is described fully in a legally binding instrument and is in the best interest of the Authority. The Authority shall not borrow money from or otherwise transact business with a Commissioner, officer, or committee member of the Authority without full disclosure of all relevant facts and without the approval of the Board of Commissioners, not including the vote of any persons having personal interest in the transaction.

Prohibited Acts

7.06 As long as the Authority is in existence, no Commissioner, officer, or committee member of the Authority shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Authority.
- (b) Do any act with the intention of harming the Authority or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Authority.
- (d) Receive an improper personal or business benefit from the operation of the Authority.
- (e) Use the assets of the Authority directly or indirectly for any purpose other than carrying on the business of the Authority.
- (f) Wrongfully transfer or dispose of Authority property, including intangible property such as good will.
- (g) Use the name of the Authority (or any substantially similar) or any trademark or trade name adopted by the Authority, except on behalf of the Authority in the ordinary course of the Authority's business.

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- (h) Disclose any of the Authority's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.
- (i) Commit Authority funds without the prior approval of the Board of Commissioners.

The Authority shall not have the power to own or operate any project as a business owner except as lessor, seller, or lender or pursuant to the requirements of any trust agreement securing the credit transaction. In addition, the user pursuant to any lease, sale, or loan agreement relating to a project shall be considered to be the owner of the project for the purposes of the application of any ad valorem, sales, and use taxes or any other taxes levied or imposed by the State of Texas or any political subdivision of the State of Texas. The purchase and holding of mortgages, deeds of trust, or other security interests and contracting of any servicing thereof shall not be deemed the operation of a project.

Article VIII. Books, Records, Audits Maintenance of Records

8.01 The Authority shall keep and properly maintain, in accordance with generally accepted accounting principles (GAAP), complete books, records, accounts, and financial statements pertaining to all Corporate funds, activities, and affairs. This shall include, but not be limited to a general ledger. In addition to proper financial reports, the Authority shall keep correct and complete minutes of all Board and committee meetings and all the records required by law, by contracting agents, or by funding sources.

Compliance with State Law

8.02 All records shall be kept and administered in accordance with the Texas Public Information Act, Chapter 552, Texas Government Code and Chapter 201, Texas Local Government Code.

Records

8.03 Consistent with the obligations and limitations of the Texas Open Records Act, the Authority shall provide requested copies of books or records no later than ten (10) working days after the Authority's receipt of proper written notice. Other than for any Commissioner, officer of the Authority, the Mayor, City Council Members or the City Manager of the City, the Board of Commissioners may establish reasonable fees for copying the Authority's books and records.

Audits

8.04 The Authority shall cause its books, records, accounts, and financial statements, and all other activities for the previous fiscal year to be audited at least once each fiscal year by an outside independent certified public accounting firm selected by the Authority. Any such audit shall be performed in accordance with generally accepted accounting procedures (GAAP) and shall include a written management letter which details suggested management controls and

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operating efficiencies. The management letter shall include, but not be limited to, recommendations for improving cost reductions, recommendations for increasing revenues, and recommendations for increasing productivity and safeguarding assets. Each audit shall be prepared and submitted annually to the Board of Commissioners. Any such audit shall be performed at the expense of the Authority.

Article IX. Fiscal Year

9.01 The fiscal year of the Authority shall run beginning on the first day of October and ending on the last day of September each year.

Article X. Amendments to Bylaws

10.01 These Bylaws replace and supersede all earlier bylaws of the Corporation.

10.02 The Board of Commissioners, by the affirmative vote of two-thirds of the Board Commissioners present and voting, may alter, amend, or repeal the Bylaws or adopt new Bylaws at any regular meeting, or any special meeting providing that notice be given not less than three (3) days prior to such meeting and that such notice contain a copy of the proposed amendment or amendments.

10.03 If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Article XI. Indemnification and Insurance Authority to Indemnify

11.01 The Authority shall indemnify any Commissioner or officer or former Commissioner or officer of the Authority for expenses and costs (including attorney fees) actually and necessarily incurred by said officer or Commissioner in connection with any claim asserted against said officer or Commissioner by action in court or otherwise by reason of such person being or having been a Commissioner or officer, except in relation to matters as to which said person shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Authority May Provide Insurance

11.02 The Authority may purchase and maintain insurance on behalf of any person who is or was a Commissioner, officer, employee, or agent of the Authority to insure such person against any liability asserted against said person by reason of such person being or having been a Commissioner, officer, employee, or agent of the Authority. The premiums for such insurance shall be paid for by the Authority.

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Article XII. Policies, Procedures and Rules

12.01 The Board of Commissioners may adopt rules or procedures to assist in conducting its meetings that comport with these Bylaws, and state and federal law.


12.02 The Board of Commissioners may adopt rules or policies governing procurement of goods and services needed by the Authority that comport with these Bylaws, and state and federal law.

12.03 The Board of Commissioners may adopt other policies, procedures and rules for the operation of the Authority that comport with these Bylaws, and state and federal law.

Article XIII. Dissolution of the Authority


13.01 The Authority is a non-profit corporation. Upon dissolution, all of the Authority's assets shall be distributed to the City of Rockwall.

Passed and approved, as amended and restated, by the Board of Commissioners on 13th day of April, 2023.



Tim McCallum, Chairman

Attest:



Tony Rios, Secretary