

BYLAWS OF THE ORANGE COUNTY HOUSING AUTHORITY

Approved: March 18, 2008

Revised: June 16, 2009

ARTICLE I- THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be "Orange County Housing Authority."

Section 2. Seal of Authority. The corporate seal of the Authority shall consist of a circular device and shall have inscribed around the circumference thereof the words "Orange County Housing Authority" and in the center thereof, "Incorporated 1969".

Section 3. Office of Authority. The offices of the Authority shall be in the Orange County Administrative Offices in the Town of Hillsborough, State of North Carolina, but the Authority may hold its meetings at such other place as it may from time to time designate by resolution.

ARTICLE II- COMMISSIONERS

Section 1. Number. The Housing Authority Board of Commissioners (the "Housing Authority Board") shall consist of seven (7) commissioners.

Section 2. Appointment and Qualifications. Each commissioner shall be appointed by the Orange County Board of County Commissioners. No commissioner may be a county official. A county official includes staff and elected officials.

Section 3. Resident Commissioner. At least one of the commissioners appointed shall be a person who is directly assisted by the Authority. It is recognized and understood that statutory or regulatory requirements change from time to time and may result in the obligation of the Authority to maintain an active Resident Commissioner who is directly assisted by the Authority as a member.

Section 4. Term. Each commissioner shall hold office for a term prescribed by Housing Authority Law of the State of North Carolina – 2009 language. If the commissioner directly assisted by the Authority ceases to receive such assistance during his or her term, the commissioner's term shall be terminated and another person who is directly assisted by the Authority shall be appointed by the Orange County Board of County Commissioners.

Section 5. Compensation. A commissioner shall receive no compensation for his or her services but he or she shall be entitled to the necessary expenses, including traveling expenses, included in the discharge of his or her duties.

ARTICLE III- OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chair, a Vice-Chair and a Secretary.

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

Section 3. Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair, or upon delegation by the Chair; and in case of the resignation, removal or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair until such time as the Authority shall select a new Chair.

Section 4. Secretary. The Executive Director of the Authority shall serve as Secretary of the Housing Authority Board. The Secretary shall keep the records of the Authority, shall act as secretary of the meetings of the Housing Authority Board and record all votes, and shall keep a record of the proceedings of the Housing Authority Board in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his office. The Secretary 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 shall keep regular books of accounts showing receipts and expenditures and shall render to the Housing Authority Board, at each regular meeting (or often when requested), an account of the Authority's transactions and also of the financial condition of the Authority.

Any person appointed to fill the office of Secretary, or any vacancy therein, shall have such term as the Authority fixes. If the position of Executive Director is vacant, the Housing Authority Board may appoint a temporary appointee until such time as the Executive Director position has been filled. No commissioner of the Authority shall be eligible to this office except as a temporary appointee.

Section 5. Executive Director. The Executive Director of the Authority shall have general supervision over the administration of its business affairs, subject to the direction of the Authority. The Executive Director shall be charged with the management of the housing projects of the Authority. The Executive Director shall be appointed by the Orange County Manager.

Regarding the budgeting and accounting systems of the Authority, the Orange County Board of County Commissioners shall adopt a resolution that provides that the

budgeting and accounting systems of the county's housing authority shall be an integral part of the budgeting and accounting systems of Orange County government.

The compensation of the Executive Director shall be determined by the Orange County Manager provided that, until a permanent Secretary is appointed, a temporary appointee selected from among the commissioners of the Authority shall serve without compensation (other than the payment of necessary expenses).

Section 6. Additional Duties. The Officers of the Authority shall perform such other duties and functions as may from time to time be required by the Housing Authority Board or the Bylaws or rules and regulations of the Authority.

Section 7. Election or Appointment. The Chair and Vice-Chair shall be elected by the Housing Authority Board 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.

Section 8. Vacancies. Should the offices of Chair or Vice-Chair become vacant, the Housing Authority Board 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 becomes vacant, the Housing Authority Board shall appoint a successor, as aforesaid.

Section 9. 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 the Housing Authorities Law of North Carolina and all other laws of the State of North Carolina applicable thereto.

ARTICLE IV- MEETINGS

Section 1. Annual Meeting. The annual meeting of the Authority shall be held on the first regularly scheduled meeting in the month of January at the time and place of regular meetings. In the event such date shall fall on a legal holiday, the annual meeting shall be held on the next succeeding secular day.

Section 2. Regular Meetings. Meetings shall be held with notice in accordance with the N.C. Open Meetings Law.

Section 3. Special Meetings. The Chair of the Authority may, when he or she deems it expedient, and shall, upon the written request of two (2) members of the Housing Authority Board, call a special meeting of the Housing Authority Board for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Housing Authority Board or may be mailed to the business or home address of each member of the Housing Authority Board at least two (2) days prior to the date of such special meeting. At such special meeting no business shall be considered other than as designated in the call, but if all of the members

of the Housing Authority Board are present at a special meeting, any and all business may be transacted at such special meeting.

Section 4. Quorum. The powers of the Authority shall be vested in the commissioners thereof in office from time to time. A majority of the commissioners of the Housing Authority Board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Authority upon a vote of a majority of the commissioners present.

Section 5. Order of Business. At the regular meetings of the Authority the following shall be the order of business:

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

All resolutions shall be in writing and shall be copied in a permanent journal of the proceedings of the Housing Authority Board.

Section 6. Manner of Voting. The voting on all questions coming before the Authority shall be by show of voice vote, and if not unanimous, the yeas and nays shall be entered upon the minutes of such meeting, except in the case of elections when the vote may be by ballot.

Section 7. Participation by Conference Call. If the Housing Authority Board holds an official meeting by use of conference telephone or other electronic means, the Authority shall provide a location and means whereby members of the public may listen to the meeting and the notice of the meeting required by law shall specify that location.

Section 8. Open Meetings Law. All records of the Orange County Housing Authority are subject to the N.C. Public Records Law but are not subject to the Federal Freedom of Information Act.

ARTICLE V- AMENDMENTS

Section 1. Amendments to Bylaws. The Bylaws of the Authority shall be amended only with the approval of two-thirds (2/3) of the members of the Housing Authority Board at a regular or a special meeting, but no such amendment shall be adopted unless at least seven (7) day's written notice thereof has been previously given to all of the members of the Housing Authority Board.