

Amended and Restated By-Laws of the
Northern Regional Housing Authority (NRHA), New Mexico

STATEMENT OF PURPOSE

These By-laws have as their purpose the provision for the governance of its Commissioners and the regulation of the Northern Regional Housing Authority as authorized under the Regional Housing Law of New Mexico (11-3A-1 to 113A-30) as amended

ARTICLE I - THE AUTHORITY

Section 1: Name of Authority The name of the authority shall be the Northern Regional Housing Authority, New Mexico

Section 2: Office of Authority The offices of the authority shall be located at (street address, city), New Mexico, but the authority may hold its meetings at such places as it may designate by a vote of the majority of the commissioners.

ARTICLE II – DEFINITIONS

As used in these By-Laws the following words and terms shall have the following meanings:

1. Northern Regional Housing Authority (NRHA) shall mean all territory encompassed within the ten Counties of Colfax, San Miguel, Mora, Taos, Los Alamos, Rio Arriba, San Juan, McKinley, Sandoval and Cibola in the State of New Mexico as shown on the map which attached as Appendix A.
2. Northern Regional Housing Authority, referred to hereafter as the Authority, shall mean the same as Board of Commissioners as defined in the Regional Housing Law as amended.
3. Commissioners shall mean any person serving on the Authority Board of Directors
4. Act shall mean the Regional Housing Law of New Mexico as amended (11-3A-1 to 113A-31)
5. The New Mexico Mortgage Finance Authority shall be referred to as MFA

ARTICLE III –POWERS OF THE AUTHORITY

The powers of the Authority shall be vested in a Board of Commissioners who shall be ten (10) members in good standing and holding office for an appointed term. A majority

of the appointed commissioners present shall constitute a quorum for the transaction of business.

ARTICLE IV – OFFICERS

Section 1: Officers: The officers of the Authority shall be a Chair, Vice-Chair, Secretary, Treasurer and Member at Large.

Section 2: Chairman: The Chairman shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairman shall sign all contracts and other instruments made by the Authority pursuant to the powers granted thereto. At each meeting the Chairman shall submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the Authority.

Section 3: Vice Chairman: The Vice Chairman shall perform the duties of the Chairman in absence or incapacity of the Chairman, and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Board of Commissioners shall elect a new Chairman.

Section 4: Secretary: The Secretary shall ensure that a full and complete record is kept of all board proceedings. The Secretary shall sign all documents for the Authority as Secretary, as made by resolution of the board.

Section 5: Treasurer: The Treasurer, except as otherwise provided by resolution of the board of directors, shall be responsible for the review and oversight of all monies and securities of the Authority and shall report to the board members for all Executive Committee and Regular board meetings. In the absence of the Chair and Vice Chair, the Treasurer shall preside at the Authority meetings.

Section 6: Executive Committee: The Authority shall elect an Executive Committee consisting of a chair, vice chair, secretary, treasurer and a member at large. The Executive Committee shall have the authority to act on behalf of the board of commissioners of the Regional Housing Authority as needed. The Executive Committee shall submit a report of its actions to the full board of commissions which shall meet on a quarterly basis.

Section 7: Executive Director: The Board of Commissioners may employ an Executive Director or a Contractor, subject to approval by the MFA. With the delegated authority from the Board of Commissioners, the Executive Director or Contractor shall have general supervision over the administration of the Authority's business affairs. The Executive Director shall have the authority to hire or terminate, according to the procurement and personnel policies and procedures of the Authority, any technical experts, officers, attorneys, agents or employees, permanent or temporary, as the Authority may require.

The Executive Director or Contractor shall have 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 elect. The Executive Director or Contractor shall sign all orders and prepare all checks for the payment of money and shall pay out and disburse such monies under the directions of the Authority. Except as otherwise authorized by resolution of the Authority, all such orders and checks shall be signed by the Chairman, Vice Chairman, Executive Director or Contractor, or two staff members as designated by the Executive Director, any two signatures from those named will be required to make each check valid. The Executive Director or Contractor shall ensure accountability of Authority accounts showing receipts and expenditures, and shall render to the Treasurer the monthly financial statements. The Treasurer shall provide a report of the financial statements for reporting purposes to the Authority board at each regular meeting or more frequently when requested to provide an accounting of transactions and also the financial condition of the Authority.

The Compensation of the Executive Director or Contractor shall be determined by the Authority.

Section 8: Appointment The Executive Director or Contractor shall be appointed by the Authority, subject to approval of MFA. Any person appointed to fill the office of 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.

In case of absence or the incapacity of the Executive Director or Contractor, the Deputy Director shall assume all duties set above. In case of the absence or incapacity of the Deputy Director, the Senior Accountant/Housing Coordinator shall assume all duties of the Executive Director or Contractor as described above or an individual appointed by the Executive Director or Contractor.

Section 9: 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 By-Laws or Rules and Regulations of the Authority.

Section 10: Vacancies: Should the offices of the Chairman, Vice Chairman, Secretary, or Treasurer become vacant, such offices shall remain vacant until the Regional Housing Authority Board of Commissioners shall elect a successor that meets the minimum threshold requirements. When the office of the Executive Director becomes vacant, the Authority shall appoint a successor. Vacancies among the Commissioners are to be filled by nomination for approval by MFA and final approval by the Governor of the State of New Mexico.

Section 11: Commissioners Threshold Requirements: The threshold requirements for commissioners of Regional Housing Authorities are that commissioners have expertise and experience in housing construction, real estate, architecture, law, banking, housing finance, business, property management, accounting, residential development, public

housing programs, community development, social services or health care. One member of the Commission, as required by the Department of Housing and Urban Development, must be a resident of the public housing program of the Authority. The requirements set forth in this section shall not apply to commissioners serving pursuant to requirements of the Federal Department of Housing and Urban Development.

Section 12: Standing Committees: The Authority may establish such Standing Committees as may be required to carry out the continuing functions and purpose of the Authority. The areas of responsibility of Standing Committees shall be established by the Board of Directors. Notice of all Standing Committees meetings shall be given to all members of the Authority.

- (a) All Members of a committee shall have the right to vote. Other members of the Authority may enter into discussion, but shall have no vote.
- (b) A majority of all Committee Members shall constitute a quorum to conduct the business of the committee, and the act of a majority of the Members of a committee present at any Committee meeting shall be deemed the act of the committee.
- (c) There shall be no proxy vote.
- (d) No committee may take any action which shall establish policy for the Authority or make any decisions which shall be binding upon the Authority

Section 13: Additional Personnel: The Authority may from time to time authorize the employment of such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the Regional Housing Authority Law and all other laws of the State of New Mexico applicable thereto. The compensation of such personnel (including the Executive Director and Contractor) shall be determined by the Authority, subject to the laws of the State of New Mexico.

ARTICLE V – MEETINGS

Section 1: Annual Meetings: The annual meeting of the Authority shall be held at the Regular June meeting at the designated meeting place of the Authority. The Authority will comply with all requirements of the New Mexico Open Acts Meeting Act, Section 10-15-1 NMSA 1978 et seq.

Section 2: Notice of Meetings: The Authority shall adopt a resolution at least annually setting forth its policy with respect to notice of all meetings of the Authority, whether regular or special, and of all meetings of committees of the Authority. Public notice of such resolution shall be given within (20) days after the adoption thereof.

Section 3: Executive Committee Meetings: The Executive Committee shall meet on a monthly basis and shall be made up of the Chairman, Vice-Chairman, Secretary, Treasurer and an at large board member, and shall have the authority to act on behalf of the Board of Commissioners of the Regional Housing Authority as needed. The

Executive Committee shall submit a report of the actions to the full board of commissioners, which shall meet on a quarterly basis. The Authority will comply with all requirements of the New Mexico Open Acts Meeting Act.

Section 4: Regular Meetings: The Authority's full board may establish a regular meeting schedule, the times and places of which shall be fixed from time to time by resolution of the commissioners. The Authority will comply with all requirements the New Mexico Open Acts Meeting Act.

Section 5: Special Meetings: Special meetings of the Authority may be called at any time and place by the Chair or by written request of three Members of the Authority.

Section 6: Emergency Meetings: Emergency meetings will be scheduled only under unforeseen circumstances which demand immediate action to protect the health, safety and property of citizens, tenants, or to protect the Authority from financial loss. The Authority will avoid Emergency meetings whenever possible. Emergency meetings may be scheduled by the Chairman or a majority of the Executive Committee upon a 24 hour notice, unless a threat of personal injury or property damage requires less notice.

Section 7: Quorums: The powers of the Authority shall be vested in the Commissioners. A majority of the appointed commissioners present shall constitute a quorum of a Board of Commissioners for the purpose of conducting its business and exercising its powers, and for all other purposes. Action may be taken by a Regional Housing Authority upon a vote of a majority of commissioners present.

Section 8: Participating by Telephone or Video Conference System : Due to the nature of the expanded jurisdictions and the expense of travel cost, members are encouraged to attend meetings via telephone or video conferencing, when applicable. As long as each member participating by conference or video conferencing can be identified when speaking, and all participants are able to hear each other at the same time, and members of the public attending the meeting are able to hear any member who speaks during the meeting, both systems of communication may be used for attendance.

Section 9: Public Attendance: All Regular and Special meetings of the Authority shall be open to the public. The only exceptions to public attendance at any meeting of the Authority shall be pursuant to the relevant provisions of the New Mexico Open Meetings Act.

Section 10: Order of Business: At the regular meeting of the Authority the following shall be the order of the business:

1. Call to order
2. Roll call
3. Reading and approval of the minutes of the previous meeting
4. Bills and Communications
5. Report of the Executive Director
6. Report of the Executive Committee

7. Reports of Committees
8. Unfinished business
9. Old Business
10. New Business
11. Adjournment

All resolutions shall be in writing and copies shall be in a journal specific to board resolutions of the proceedings of the Authority.

Section 11: Voting Procedures:

- (a) The Chair may vote on all matters coming before the Authority
- (b) There shall be no proxy voting

Section 12: Minutes: The draft minutes of each meeting shall be prepared with ten (10) working days after the meeting and shall be distributed to all members of the Authority at least ten (10) days prior to the next meeting of the Authority.

ARTICLE VI – BOARD OF COMMISSIONERS

Section 1: The Authority shall be composed of ten (10) Commissioners who shall be persons residing in the Regional jurisdiction. Further, each Commissioner who shall be reviewed by the MFA and forwarded for final approval to the Governor of the State of New Mexico shall serve until a successor has been duly appointed. Appointments shall be for terms of four years and shall be made staggered so that the terms of not more than four commissioners on the board of commissioners expire on July 1 of each year. Vacancies shall be filled for the expired term.

Section 2: Section 505 of the Public Housing Reform Act (42 U.S. C. 1437) requires that “the membership of the board of directors or similar governing body of each public housing agency shall contain not less than 1 member who is directly assisted by the public housing agency.” Such participation shall not be construed to constitute a conflict of interest, provided such Tenant-Commissioner shall not act upon any issues dealing with his/her personal circumstance of occupancy.

Section 3: The commissioners are expected to attend all Regional meetings of the board of commissioners of the Regional Housing Authority, and more than three (3) unexcused absences may be grounds for dismissal from the board. By a majority vote of the Commissioners, the Authority may petition the Governor of the State of New Mexico through MFA for the removal of any member(s) for lack of attendance, neglect of duty or misconduct in office, but only after the Commissioner to be removed has been given a copy of the petition ten (10) days prior to its submission to the Governor.

Section 4: The Board of Commissioners shall have the powers to conduct, manage, and control the affairs of the Authority, and to make such rules not inconsistent with the laws

of New Mexico for the guidance of the officers and management of the affairs of the Authority.

Section 5: The Board, as provided in the Act, shall within Northern Regional Housing Authority jurisdiction, have the function, rights, powers, duties, privileges, immunities and limitations as those granted and provided for in Sections 11-3A-1 to 11-3a-31 NMSA 1978.

Section 6: Specifically, the Authority may within its region, prepare, carry out, acquire, purchase, lease, construct, reconstruct, improve, alter, extend or repair any housing project, and operate & maintain the housing project. The Authority may also exercise all or any part or combination of powers granted in Sections 11-3A-1 to 11-3A-31 NMSA 1978 to prepare, carry out or administer any proposed housing programs, or housing services.

ARTICLE VII – CONFLICT OF INTEREST

Section 1: General Principles:

- 1) Any interest held by a Board Member, Management, or Employee of the Northern Regional Housing Authority should be disclosed, no matter the degree of interest;
- 2) That no Northern Regional Housing Authority Board Member, Management, or Employee should take any action in their official capacity that would in any way benefit the Member or a member of his/her family (to include spouse, domestic partner, children, parents, siblings, grandparents, parents-in-law, brother in-law or sister in-law, uncle, aunt, first cousin, or anyone residing in the Member or Employee's household);
- 3) That if any Board Member, Management, or Employee of the Northern Regional Housing Authority is aware of having any form of financial interest in any Northern Regional Housing Authority business, and is aware that an action he/she may take in their official capacity might impact that financial interest, that person must disclose the interest to the Northern Regional Housing Authority and must not become involved in Northern Regional Housing Authority actions affecting that interest.

Section 2: Disclosure; Non-participation: If any member, management, or employee of the Authority believes or has reason to believe that he or she has an interest, either direct or indirect, in any contract to which the Authority is, or is to be, a party or in any company contracting or proposing to contract with the Authority, or in any NRHA programs to which member, management or employee is involved is likely to having such interest shall not participate in any action by the Authority with respect to such contract.

Section 3: Complaint Procedures for Conflicts of Interest: A complaint of a violation against a Board of Commissioner (other than the Chair) or the Executive Director shall be brought to the Chair of the Board. The Chair shall direct a review or investigation of

the complaint by a third party investigative service provider. Should evidence be found in support of the complaint, the full Board of Commissioners shall review the evidence and determine any penalty (ies) to be imposed.

A complaint of a violation against the Chair shall be addressed by the Vice Chair, who shall direct a review or investigation of the complaint by a third party investigative service provider. Should evidence be found in support of the complaint, the Vice Chair and/or Executive Director shall bring the matter to the Governor for review and to make a determination regarding imposition of any penalty (ies).

A complaint of a violation against the Executive Director shall be brought to the Chair by one of both of the board members. The Chair shall direct a review or investigation of the complaint by a third party investigative service provider. Should evidence be found in support of the complaint, the full Board of Commissioners shall review the evidence and determine any penalty (ies) to be imposed.

Section 4: Penalties for Conflict of Interest Violations: For a Board member: Requisite disassociation by the violator from the entity involved in the violation of the conflict of interest policies pursuant to a vote taken by the majority of the Board of Commissioners; if the board member refuses disassociation or the Board determines the violation to be sufficiently egregious, then censure the Board of Commissioners (following Board approval of a procedure to censure a member) and provision of a written report of the censure to the Governor.

For the Chair of the Board: Pursuant to a vote by a majority of the Board of Commissioners, the Vice Chair of the Board and/or the Executive Director shall provide written notice of the conflict of interest to the Governor, with or without request for such disciplinary action as imposition of a requirement that the Board Chair disassociate from the entity involved in the violation NRHA's conflict of interest policies.

For the Executive Director: Pursuant to a vote by a majority of the Board of Commissioners affirming the conflict of interest, the Board shall by majority vote impose all available penalties to remedy the violation, as deemed sufficient by the Board, up to and including termination.

For Management (other than Executive Director) or Employees: The Executive Director shall determine and take any and all disciplinary actions available, up to and including termination.

ARTICLE VIII – JURISDICTION

Section 1: The Authority shall operate within the geographic confines of the NRHA except for that portion of NRHA which lies within the territorial boundaries of any county or municipality which has established a local Housing Authority unless requested to do so by the municipality.

Section 2: The Authority may enlarge its area of authority to include such territory when the governing body of a municipality or county that has an established housing authority consents by resolution to have the Authority take action within the territory that would be excluded under Section 11-3A-5 of the Act.

Section 3: Any subsequent withdrawal of the consent mentioned in Section 2. of this article by a municipality or county shall not prohibit the development and operation of any housing projects initiated within the territorial boundary of that municipality or county by the Authority prior to the date of withdrawal of consent by resolution, except upon such terms as may be mutually agreed upon between the Authority, the governing bodies of the city or county and the Federal Government.

ARTICLE IX – COMPENSATION OF COMMISSIONERS

Section 1: The members of the Board of Commissioners may receive per diem and mileage as provided in the Commissioners Travel Policy as determined by the State of New Mexico, Department of Finance and Administration, and shall receive no other compensation or allowance unless required under state law and approved by HUD.

ARTICLE X – AMENDMENTS

Amendments to By-Laws: The By-Laws of the Authority shall be amended only with the approval of a majority of the Authority Board members (not less than four members of the Authority) at a Regular or Special meeting, but no such amendments shall be adopted unless at least seven days written notice thereof has been previously given to all of the members of the Authority. Before any amendment to the By-Laws may be adopted, said amendment must be reviewed and approved by MFA.

ARTICLE Y – OFFICIAL SEAL

The Official Seal of the Authority shall be circular in form and shall contain the name of the Authority and the year of its creation inscribed thereon. Except as otherwise provided by law, the absence of the seal shall not affect the validity or enforceability of any contract or other instrument otherwise duly authorized, executed and delivered by the Authority.

ARTICLE Z – ORIGINAL BYLAWS SUPERSEDED

These amended and Restated Bylaws supersede in their entirety the original Bylaws of the Authority (adopted _____) and all amendments thereto.