

BY-LAWS OF THE AUBURN HOUSING AUTHORITY

ARTICLE I. PREAMBLE

The Authority takes note of the fact that certain of its organizational and procedural requirements are established by the Maine Housing Act, now found in Maine Revised Statutes Annotated, Title 30-A, Chapter 201 (1964, Supp. 1993). Although recognizing that it has no authority to alter such requirements where established by state law, the Authority has nevertheless incorporated some of them in these by-laws for the purpose of having for convenience a single written statement of the rules governing its organization and procedure. The by-laws which incorporate requirements already established by state law are denoted with an asterisk (*).

ARTICLE II. ORGANIZATION OF THE AUTHORITY

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

Section 2. Seal. The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year in which it was organized, and the words "Auburn, Maine."

Section 3. Office of the Authority. The office of the Authority shall be in the City of Auburn in a location to be established from time to time by resolution of the Commissioners.

Section 4. Fiscal Year. The fiscal year of the Authority shall commence April 1 and end on the following March 31.

ARTICLE III. OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chair*, Vice-Chair*, a Secretary, who is the Executive Director,* and a Clerk.

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 on behalf of the Authority all contracts, deeds, and other instruments approved by the Authority. At each meeting of the Authority, the Chair shall submit such recommendations and information as he may consider proper concerning the business, affairs, and policies of the Authority. The Chair shall act as the official representative of the Authority

in consultation with the City of Auburn or any officials or agencies thereof or with the Federal Government or any officials or agencies thereof. The Chair shall provide the Clerk with copies of all official letters or legal instruments signed by him on behalf of the Authority to be kept with the Authority's permanent records.

Section 3. Vice-Chair. The Vice-Chair shall perform the duties of the chair in the event of his absence or incapacity. In case the chair should resign or die or become permanently incapacitated, the Vice-Chair shall perform the duties of the chair until a new chair can be elected.

Section 4. Secretary. The Secretary is the Executive Director of the Authority* and, as such, shall have general supervision over the administration of its business and affairs, subject to the direction of the Authority. He shall be charged with the management of the housing projects of the Authority. In the event that the Authority shall not have a person serving as Clerk, the Secretary shall also perform the duties of the Clerk hereinafter enumerated. The Executive Director shall render an annual report at the annual meeting of the Authority concerning the affairs and activities of the Authority for the preceeding year. The Secretary shall have custody of the seal of the Authority and shall have power to affix the seal to all legal instruments authorized to be executed by the Authority as being authentic.

Section 5. Clerk. The Clerk shall keep the records of the Authority and shall act as recording Secretary at the meetings of the Authority. He shall keep minutes of the meetings and shall record all votes of the Authority. With respect to all formal resolutions of the Authority, he shall number the same and shall record the exact language of the resolution in the minutes of the meeting together with the name of the proponent of the motion and of the person who seconded the same. Minutes of the meetings shall be typed and kept in permanent form in a journal of proceedings. Copies of the minutes of each meeting shall be submitted by mail to the attorney and all commissioners of the Authority before the date of the following meeting or earlier upon request of either. Any person entitled to a copy of the minutes may elect to receive the same by electronic mail ("e-mail"), and following such election, minutes transmitted by e-mail to the recipient will satisfy this requirement until the recipient revokes the election. The Clerk shall have authority concurrently with the Secretary, to certify

copies of records of the Authority as being authenticated copies of the original records in his possession.

The Clerk shall also act as treasurer of the Authority. He shall have the 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 select. The Clerk shall sign all orders and checks for the payment of money and shall pay out such monies under the direction of the Authority. Except as otherwise authorized by resolution of the Authority, all such orders and checks shall be countersigned by the Chair. The Clerk shall keep regular books of account showing receipts and expenditures and shall render to the Authority, at each regular meeting, or more frequently when requested, an account of his transactions and of the financial condition of the Authority. He shall give such bond for the faithful performance of his duties as the Authority may determine.

The compensation of the Clerk shall be established by the Authority, provided, however, that one of the commissioners may be elected to serve as Clerk on a temporary basis in which case no compensation shall be paid except reimbursement of necessary expenses.*

Section 6. Duties of Commissioners: The commissioners of the Authority shall perform such duties as are required of them by the Maine Housing Authority Act and by these by-laws as amended, or by the Authority itself, including such duties as they may undertake as members of committees appointed by the Chair. The commissioners shall receive no compensation for their services*, but shall be reimbursed for reasonable and necessary expenses incurred on business of the Authority upon presentation to the Clerk of vouchers in proper form verifying the expenditure.

Section 7. Appointment of Officers. The chair and Vice-Chair shall be elected at the annual meeting of the Authority from among the commissioners of the Authority, and shall hold office until the next annual meeting or until their successors are elected.

The Secretary is the Executive Director of the Authority.*

The Clerk shall be appointed by the Authority for such term as the Authority may establish. No commissioner shall be eligible to accept either

the position of Secretary or Clerk during his term as commissioner except as a temporary appointee without compensation.*

Section 8 . Vacancies. In the event that the offices of chair or Vice-Chair shall become vacant, at its next regular meeting, the Authority shall elect a successor from among its membership to fill the unexpired term. In the event that a commissioner shall die or resign, the Chair or acting Chair shall notify the Auburn City Council in writing of the vacancy and request that the vacancy be promptly filled in the manner provided by law. In the event that a commissioner has been guilty of inefficiency, neglect of duty or misconduct in office in the opinion of at least four of the commissioners, the Authority may recommend in writing to the Auburn City Council that such commissioner be removed from office in the manner provided by law. At least 90 days prior to the expiration of the term of office of any commissioner, the Clerk shall notify the Auburn City Council of such impending vacancy.

ARTICLE IV. MEETINGS.

Section I. Annual Meetings. The annual meeting of the Authority shall be held in April of each year. The time and place of the annual meeting shall be more particularly established by resolution adopted by the Authority.

Section 2. Regular Meetings. The Authority may by separate resolution provide for the establishment of regular meetings at a fixed time and day of the week. The Authority may also by resolution provide that when the regular meeting falls on a holiday, the meeting shall be held on some other specified day.

Section 3. Special Meetings. The Chair of the Authority may, when he deems it necessary, and shall, at the request of two commissioners, call a special meeting of the Authority. The call of a special meeting shall be in writing and may be delivered to any member of the Authority at least two days before the meeting or sent to him at his business or home address by mail posted at least three days before the meeting. Any commissioner may elect to receive notices by e-mail, and after such election, any notices sent to the electing commissioner by e-mail at least three days prior to the meeting shall be valid and proper notice of such meeting until the commissioner revokes the election. Any commissioner may, however,

waive receipt of written notice of any such meeting if he is present in person. No business shall be transacted at any special meeting other than as set forth in the call unless all members of the Authority are present at the meeting and a majority consents thereto.

Section 4. Place of Meeting. The meetings of the Authority shall be held at 20 Great Falls Plaza in the absence of notice in the call that the meeting will be held elsewhere. All meetings shall be held within the area where the Authority is authorized to undertake a project.*

Section 5. Quorum. Four (4) commissioners shall constitute a quorum for the purpose of conducting the business of the Authority and exercising its powers and for all other purposes, notwithstanding the existence of any vacancies.* The commissioners shall permit any or all of the commissioners to participate in a regular or special meeting by, or may conduct the meeting through the use of, any means of communication by which all commissioners participating may simultaneously hear each other during the meeting. A commissioner participating in a meeting by this means is deemed to be present in person at the meeting. Action may be taken by the Authority upon a vote of a majority of the commissioners present at a meeting at which a quorum exists, unless otherwise specifically provided by these by-laws. All meetings of the Authority at which formal action is taken shall be open to the public.

Section 6. Order of Business. At the meetings of the Authority, the order of business shall be:

- I. Roll call
- II. Reading and acceptance of the minutes of the previous meeting and any intervening special meeting.
- III. Report of the Executive Director
- IV. Monthly Reports
- V. Open Session
- VI. Communications
- VII. Unfinished Business
- VIII. New Business
- IX. Adjournment

Section 7. Manner of Voting. The manner of voting on all questions shall be indicated by a show of hands or other signal (visual

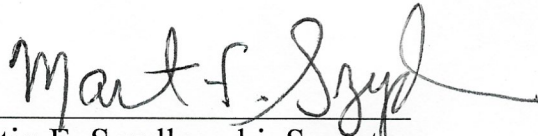
or verbal) indicating whether the commissioner supports or opposes the resolution, or abstains from voting on the resolution, and the number of ayes and the number of nays shall be noted by the Clerk. Upon the request of one commissioner, however, the vote shall be taken by written ballot or by roll call and, in the latter case, the Clerk shall note the ayes and nays of the commissioners upon the minutes of the meeting.

ARTICLE V. AMENDMENTS

The by-laws of the Authority may be amended only by resolution adopted by the affirmative vote of at least four members of the Authority and at a regular or special meeting held after seven days' notice in writing of the substance of the proposed amendment shall have been sent to each commissioner.

I hereby certify that the foregoing is a true, complete and unaltered copy of the original by-laws of Auburn Housing Authority, as amended.

Attested By:



Martin F. Szydlowski, Secretary