

ADOPTED JUNE 30, 1958 by Res. #58-6-515

CORPORATE SECRETARY'S CERTIFICATE

I, VILMA HUERTAS, Corporate Secretary of the New York City Housing Authority, do hereby certify that the attached By-Laws of the New York City Housing Authority were duly adopted unanimously by the Members thereof at a regular meeting held by it on June 30, 1958, and all subsequent amendments are duly incorporated.



VILMA HUERTAS

Dated: September 24, 2014

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ARTICLE I

MEMBERS OF THE AUTHORITY

Section 1.01 Powers.

The members will constitute the governing board of the Authority. The general management of the affairs and property of the Authority will be vested in the members, who will set policy and oversee the officers of the Authority.

Section 1.02 Number of Members.

There will be seven (7) members of the Authority appointed by the mayor, including three resident members. The mayor will designate one of the members as the Chair.

Section 1.03 Meetings.

1.03(a) Meetings.

No fewer than ten regular meetings per year will be held on notice on such dates and at such time and place as may from time to time be prescribed by the Chair.

1.03(b) Special Meetings.

Special meetings may be called at any time by the Chair or by a majority of other members jointly. Reasonable written notice of such meeting will be given to each member. At any special meeting the members may consider and act upon only such matters as are specifically set forth in the notice of meeting, and no other matters may be considered or acted upon at such meeting except upon the consent of all members.

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1.03(c) Quorum.

The members may not transact business at a meeting unless a quorum is present. A majority of the whole number of members will constitute a quorum. If a quorum is not present, a majority of the members present may adjourn the meeting to such time and place as they may determine, without notice other than announcement at the meeting.

1.03(d) Voting.

At all meetings of the members, each member will have one (1) vote. All questions to be determined by vote of at least a majority of the whole number of members. At any meeting where an even number of votes are cast in favor and against a resolution, the resolution will not pass but will be carried over for further consideration by the members of the Authority until a majority acts on the resolution. No voting by proxy will be permitted.

1.03(e) Waiver of Notice.

Any member who appears at a special meeting will be deemed to have waived notice thereof and will be deemed to have consented that the members may consider and act upon any and all matters that may be presented to them at such meeting, subject to the presence of a quorum. Any member may in writing waive notice of any past meeting or meetings, and failure to give required notice to any member will not invalidate any meeting if such member waives notice of such meeting.

1.03(f) Attendance at Regular Meetings.

Each member of the Authority will attend all regularly scheduled meetings unless he or she has been excused by the Chair.

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1.03(g) Participation by Videoconferencing.

Members may participate in meetings by means of videoconference or similar equipment which allows all persons participating in the meeting to see and hear each other at the same time. Participation by such means must comply with the requirements of Article 7 of the New York State Public Officers Law. Such participation will constitute presence in person at such meeting.

1.03(h) Minutes and Agenda of Meetings.

The agenda of an upcoming meeting will be circulated to the members in advance of such meeting and will be published on the Authority's website at the time of circulation to the members. The minutes of a prior meeting will be circulated to the members in advance of the next meeting and will be published on the Authority's website within twenty-four (24) hours of approval.

1.03(i) Authority Approval.

The Authority will have the power to authorize expenditures and take all necessary and proper steps to carry out the purposes of the Authority and to promote its best interests, including but not limited to the following:

- (1) Approving contracts, leases or commitments that are valued in excess of \$1,000,000, or such contracts, leases or commitments of a lesser value that require Authority approval pursuant to applicable law, governmental requirement, or Authority resolution. Unless otherwise required by applicable law, governmental requirement, or Authority resolution, contracts, leases or

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commitments with a value of \$1,000,000 or less may be approved by the General Manager.

- (2) Adopting annual operating and capital budgets.

Section 1.04 Committees.

1.04(a) Standing Committees.

- (1) The Authority may establish standing committees.
- (2) Standing Committees. The following committees will be designated as standing committees: Audit Committee; Finance Committee; and Programs Committee.
- (3) Appointment. The Chair may serve on all committees. The Chair may annually appoint, with the approval of a majority of the members, those other members who will serve on standing committees. Apart from the Chair, each member will serve on at least one committee.
- (4) Composition. Each committee will include at least two members.
- (5) Committee Chair. The chairperson(s) of each standing committee will be designated by the Chair.
- (6) Functions. Each committee's functions, including membership, responsibilities and duties, frequency of meetings, and reporting responsibilities to the Authority, will be stated in the committee charters adopted by the Authority.

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1.04(b) Special Committees.

- (1) The Authority may establish special committees. The function and duration of a special committee will be determined by its specific assignment, as stated in a resolution of the Authority creating it.
- (2) Committee Chair. The chairperson(s) of each special committee will be designated by the Chair.
- (3) Functions. Each special committee's functions, including membership, responsibilities and duties, frequency of meetings, and reporting responsibilities to the Authority, will be stated by the Authority or the committee.

Section 1.05 Chair.

The Chair will be the Chief Executive Officer of the Authority and will have general charge and supervision of the business and affairs of the Authority.

In addition to such other powers and duties as may be conferred or imposed by these By-Laws or by the resolutions of the Authority, the Chair will have the following powers and duties:

- (1) The Chair will oversee the General Manager, the Executive Vice President for Legal Affairs and General Counsel, and the Executive Vice President for External Affairs, all of whom will report directly to the Chair.
- (2) The Chair will preside at all meetings of the members of the Authority.

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- (3) The Chair will direct the business and affairs of the Authority, and the execution of all policies, resolutions, motions, rules, and regulations adopted by the Authority.
- (4) The Chair will have the power to make, issue, and promulgate official orders, rules, and regulations for the conduct, management, and operation of the business and affairs of the Authority consistent with all applicable resolutions of the Authority.
- (5) The Chair will have the power to sign and execute on behalf of the Authority all leases, deeds, contracts, and commitments of the Authority consistent with all applicable resolutions of the Authority.
- (6) The Chair will perform such other duties and have such other powers as are incident to the office of the Chair or are necessary to the exercise of the powers and duties hereby conferred consistent with all applicable resolutions of the Authority.
- (7) All references to "Chairman" or "Chairwoman" in these By-Laws or in any resolution, procedure, rule or regulation of the Authority are deemed to refer to the office of the Chair.

Section 1.06 Vice-Chair.

1.06(a) Election.

The members will elect from among themselves one member to serve as a Vice-Chair. The Vice-Chair will hold office for a period of one year from the date of the Vice-Chair's election or until a successor in office is elected; provided, however, that the term

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of office of the Vice-Chair will expire simultaneously with the expiration of the term as a member, unless the Vice-Chair's term as a member is renewed or continued pending the Vice-Chair's reappointment or the appointment of the Vice-Chair's successor. Any member may serve in the office of the Vice-Chair for two or more terms, successive or otherwise.

1.06(b) Powers and Duties.

- (1) In the event of a vacancy in the office of the Chair, or during the Chair's inability to act, the Vice-Chair will preside at meetings of the Authority. While acting as Chair, however, the Vice-Chair will not be entitled to any of the salary attaching to the office of the Chair.
- (2) During the absence of the Chair, the Vice-Chair will have such powers and duties of the Chair as are delegated in writing by the Chair.
- (3) The Vice-Chair will have such additional powers and duties as may from time to time be conferred or imposed by the resolutions of the Authority.
- (4) All references in these By-Laws or any resolution, procedure, rule or regulation of the Authority to "Vice-Chairman" or "Vice-Chairwoman" are deemed to refer to the office of the Vice-Chair.

ARTICLE II

OFFICERS AND EMPLOYEES

Section 2.01. Officers.

The officers of the Authority will consist of a General Manager, an Executive Vice President for Legal Affairs, who will be the General Counsel and may serve as the

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Secretary, and an Executive Vice President for External Affairs. The same person may not simultaneously hold the office of General Manager and Executive Vice President for Legal Affairs and General Counsel. The Authority will appoint such officers, upon nomination by the Chair. None of the officers may be members.

Section 2.02. General Manager.

2.02(a) Powers and Duties.

The General Manager will be the Chief Operating Officer of the Authority and will have general charge and supervision of the ordinary operations of the Authority, subject to the direction of the Chair.

In addition to such other powers and duties as may be conferred or imposed upon the General Manager by these By-Laws or by the resolutions of the Authority, the General Manager will have the following powers and duties:

- (1) The General Manager will oversee all operating divisions of the Authority, which will report to him or her, with the exception of the Executive Vice President for External Affairs, and the Executive Vice President for Legal Affairs and General Counsel.
- (2) The General Manager will have the appointment powers set forth in Section 2.05, Section 2.06, and Section 2.07 of these By-Laws.
- (3) The General Manager will attend all meetings of the members, unless excused by the Chair, but will not have a vote.
- (4) The General Manager will assist the Chair in the supervision of the business and affairs of the Authority, and will, subject to the direction of the Chair, be

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responsible for the due and proper execution of all orders, rules, and regulations made or approved by the Chair, and of all policies, resolutions, motions, rules, and regulations adopted by the Authority.

- (5) The General Manager will, subject to the direction of the Chair, have the power to make, issue and promulgate official orders, rules and regulations for the conduct, management, and operation of the business and affairs of the Authority.
- (6) The General Manager will have the power to sign and execute on behalf of the Authority all leases, deeds, contracts, and commitments of the Authority.
- (7) The General Manager will have authority to compile, prepare, and sign reports, statements, and certificates relating to the business and operation of the Authority, and to file such reports, statements, and certificates in such places as may be necessary.
- (8) The General Manager will perform such other duties and have such other powers as are incident to the office of the General Manager or are necessary to the exercise of the powers and duties hereby conferred.

2.02(b) Delegation of Powers and Duties

The General Manager may delegate any of the powers and duties of the General Manager to any other officer or employee of the Authority, with the exception of the Executive Vice President for Legal Affairs and General Counsel, unless the Board disapproves such delegation.

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Section 2.03 Executive Vice President for Legal Affairs and General Counsel.

2.03(a) Powers and Duties.

All legal services required for the prosecution of the business and affairs of the Authority will be performed by the Executive Vice President for Legal Affairs who will be the General Counsel and may serve as the Secretary. The Executive Vice President for Legal Affairs and General Counsel will report to the Chair and will exercise such other powers as the Chair may determine, in addition to such powers and duties as may be conferred or imposed by these By-Laws.

2.03(b) Delegation of Powers and Duties.

The Authority or the Executive Vice President for Legal Affairs and General Counsel may delegate any of the powers and duties of the Executive Vice President for Legal Affairs and General Counsel to any other officer or employee of the Authority, with exception of the General Manager.

Section 2.04 Executive Vice President for External Affairs.

2.04(a) Powers and Duties.

The Executive Vice President for External Affairs will be responsible for managing the external affairs of the Authority and will exercise such other powers as the Chair may determine.

Section 2.05 Executive Vice Presidents.

2.05(a) Appointment.

The General Manager, subject to the approval of the Authority, may appoint one or more Executive Vice Presidents.

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2.05(b) Powers and Duties.

Such Executive Vice Presidents will exercise such powers as the General Manager may determine.

2.05(c) Executive Vice President for Finance.

The Executive Vice President for Finance will be deemed to be the Chief Financial Officer and may serve as the Controller of the Authority. The Executive Vice President for Finance will report to the General Manager and will exercise such other powers as the General Manager may determine, in addition to such powers and duties as may be conferred or imposed by these By-Laws.

2.05(d) Delegation of Powers and Duties.

The General Manager or, with the General Manager's approval, any Executive Vice President may delegate any of the powers and duties of such Executive Vice President to any other officer or employee of the Authority, unless the Board disapproves.

Section 2.06 Creation of Offices and Positions.

Upon proposal by the Chair, the Authority may by resolution create such offices not otherwise provided for in these By-Laws as the Authority may deem necessary and determine the qualifications therefor and the duties thereof. Following nomination by the Chair, the Authority will make appointments to such offices and fix the salaries to be paid by resolution of the Authority. The General Manager may designate offices not otherwise provided for in these By-Laws as he or she deems necessary and determine the qualifications therefor and the duties thereof. The General Manager, subject to

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disapproval by the Authority, will make appointments to such offices and fix the salaries to be paid.

Section 2.07 Vacancies.

In the event that a position or office authorized by these By-Laws is vacant, the Chair or the General Manager, as the case may be, may appoint an individual to serve in such position or office as an acting or interim executive until such time as the members or the General Manager, as the case may be, have made a permanent appointment for the position or office. The acting or interim executive may exercise all such powers and duties, including signatory authority, actually vested within the permanent executive title.

ARTICLE III

FUNDS

Section 3.01 Investment of Funds.

The Executive Vice President for Finance may invest any funds of the Authority held in reserve or sinking funds, or any funds not required for immediate disbursement, in property or securities in which savings banks may legally invest funds subject to their control. The Authority may adopt investment guidelines.

Section 3.02 Depositories of Funds and Method of Withdrawal.

Funds of the Authority may be deposited in such accounts, in such financial institutions, and may be withdrawn in such manner and by such officers or employees of the Authority, as may be provided for in the resolutions of the Authority.

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ARTICLE IV

CONTRACTS

Section 4.01 Execution of Contracts, Deeds and Commitments.

All authorized contracts, deeds and commitments will be executed in the name of the Authority by the Chair, General Manager, or Executive Vice President for Legal Affairs and General Counsel, or, upon designation by the Chair, any other Executive Vice President or employee.

Section 4.02 Execution of Checks, Notes, Drafts and Other Negotiable Instruments.

All checks, notes, drafts and other negotiable instruments will be signed by the Chair, General Manager, Executive Vice President for Legal Affairs and General Counsel, any Executive Vice President or another employee designated by the Chair and to the extent required by the Chair must be co-signed by a different officer from among the list of those just enumerated or another employee designated by the Chair.

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ARTICLE V

SEAL

Section 5.01 Impression of Seal.

The seal of the Authority will be as follows:



ARTICLE VI

PRINCIPAL AND OTHER OFFICES

Section 6.01 Maintenance of Offices; Records.

The Authority will maintain a principal office within the City of New York and may maintain such other temporary or permanent offices as it may require. Except as the business of the Authority may otherwise require, all the books, records, and documents of the Authority will be kept at the principal office.

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ARTICLE VII

AMENDMENTS

Section 7.01 Amendment or Repeal of By-Laws.

These By-Laws may be altered, amended, suspended, repealed, or added to at any regular or special meeting of the members by the affirmative vote of a majority of the whole number of members.

Section 7.02 Title Name Changes

If the name of a title referenced within these By-Laws changes, the By-Laws need not be amended solely for the purpose of changing such name of title.