



# COQUILLE INDIAN HOUSING AUTHORITY

## BYLAWS

*An Indian Housing Authority formed under Chapter 130 of the Coquille Indian Tribal Code adopted May 12, 1992 (as amended).*

### **ARTICLE I: THE AUTHORITY**

#### **Section 1: Name of the Authority**

The name of the Authority shall be the COQUILLE INDIAN HOUSING AUTHORITY and may also be referred to as CIHA.

#### **Section 2: Establishment of the Coquille Indian Housing Authority**

The Coquille Indian Housing Authority is established under Coquille Indian Tribal Ordinance No. 01-CY9233-A, adopted as Chapter 130 of the Coquille Indian Tribal Code on May 12, 1992 (as amended), by Resolution CY9233 of the Coquille Indian Tribal Council. Establishment of the Coquille Indian Housing Authority is as provided under the United States Housing Act of 1937 (42 U.S.C. 1437 et seq.) and consistent with the purposes described in the Department of Housing and Urban Development Act (42 U.S.C. 3531) to develop and build lower-income housing. Formal approval for establishment of the Coquille Indian Housing Authority from the U.S. Department of Housing and Urban Development was received on April 27, 1993, with a Housing Authority identification number of OR038.

#### **Section 3: Seal of the Authority**

The seal of the Coquille Indian Housing Authority shall be in the form of a circle and shall bear the name of the Coquille Indian Housing Authority and the year of its organization.

#### **Section 4: Office of the Authority**

The office of the Coquille Indian Housing Authority shall be at such place as its Board of Commissioners may from time to time designate by resolution.

### **ARTICLE II: BOARD OF COMMISSIONERS**

#### **Section 1: Authority Governance**

A Board of Commissioners (herein called the “Board”) comprised of at least seven, but not more than ten, members shall govern the Coquille Indian Housing Authority. Members of the Board may be called “Commissioners”.

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**Section 2: Appointment of Board Members**

The Coquille Indian Tribal Council shall appoint members of the Board. The Board must contain at least the minimum number of members of the Coquille Indian Tribe as set out at Coquille Indian Tribal Code 130.100(1)(a)(1). Commissioners are appointed for three-year terms or other such terms as set by the Tribal Council. The terms should be staggered as provided at Coquille Indian Tribal Code 130.100(1)(b). If requested by the Tribal Council, the Board shall recommend persons for appointment to any vacancy that may occur. The Tribal Council is under no obligation to appoint one recommended by the Board and may reject any recommendation and appoint Commissioners of their choice. Upon acceptance of appointment as a Commissioner, that Commissioner shall take an Oath of Office in the form designated by the Tribal Council and receive a Certificate of Appointment signed by the appropriate members of that Council.

**Section 3: General Powers**

The Board has the powers granted to it by the Coquille Indian Tribal Council at Coquille Indian Tribal Code Chapter 130 et seq.

**ARTICLE III: OFFICERS**

**Section 1: Officers**

The officers of the Coquille Indian Housing Authority shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer.

**Section 2: Chairperson**

The Chairperson shall preside at all meetings of the Board. When authorized by the Board, the Chairperson shall sign all contracts over an accumulated value of \$25,000.00 that are outside the normal course of business (i.e., not within the scope of an approved Indian Housing Plan or operating budget), deeds, and other instruments made by the Coquille Indian Housing Authority. At each meeting, the Chairperson shall submit such recommendations and information as he/she may consider proper concerning the business, affairs, and policies of the Coquille Indian Housing Authority. The Chairperson shall submit the Authority's Indian Housing Plan and Annual Performance Report to the Coquille Indian Tribal Council in fulfillment of the annual reporting requirement set forth at Coquille Indian Tribal Code 130.160.

**Section 3: Vice Chairperson**

The Vice Chairperson shall preside in the absence of the Chairperson and, in the case of the resignation or death of the Chairperson, the Vice Chairperson shall perform the Chairperson's duties until such time as the Coquille Indian Tribal Council appoints a new Chairperson.

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**Section 4: Secretary**

The Secretary shall keep, or cause to be kept, the records of the Coquille Indian Housing Authority; shall act as secretary, or shall delegate authority for another to act as secretary, of the meetings of the Board and record all votes; shall keep, or cause to be kept, a record of proceeding of the Board in a journal of proceedings to be kept for such purpose; and, and shall perform, or cause to be performed, all duties incident to the office. The Secretary shall keep, or cause to be kept, in safe custody, the seal of the Coquille Indian Housing Authority and shall have power to affix, or to delegate another to affix, such seal to all contracts and instruments authorized to be executed by the Board. In the absence of both the Chairperson and Vice Chairperson, the Secretary shall preside.

**Section 5: Treasurer**

The Treasurer shall have responsibility for the care and custody of all funds of the Coquille Indian Housing Authority and shall cause the same to be deposited in the name of the Authority in such depository as the Board may select. The Treasurer shall sign, or cause to be signed by authorized persons, all orders and checks for the payment of money and shall pay out and disburse, or cause to be paid out and disbursed, such moneys, under the direction of the Board. The Treasurer shall ensure by regular audit that all orders and checks are signed by signatories authorized by resolution of the Board or by these Bylaws. The Treasurer shall keep, or cause to be kept, regular books of accounts showing receipts and expenditures and shall render to the Board, at each regular meeting (more often when requested), an account of transactions and of the financial condition of the Authority. The Treasurer and those with delegated authority to do the duties of the Treasurer shall be bondable and the Authority shall purchase a bond as required.

**Section 6: Executive Director**

The Executive Director of the Coquille Indian Housing Authority shall be appointed by the Board. Subject to the direction of the Board, he/she shall have general supervision over the administration of the business and affairs of the Authority and shall be charged with the management of the housing projects. The Executive Director shall have the authority to execute all contracts, purchase orders, checks for payment, and other documents that are within the normal course of business (i.e., within an approved Indian Housing Plan or operating budget), and other contracts, purchase orders, checks for payment, and documents having an accumulated value up to and including \$25,000.00. The Executive Director, not the Board, will have exclusive authority to negotiate and enter into agreements with the Coquille Indian Tribe. The Executive Director may not serve concurrently on the Coquille Indian Tribal Council. The Executive Director must be bondable and the Authority shall purchase a bond as required. The Executive Director is responsible for hiring, directing, and dismissing all other employees of the Authority. The Board shall conduct an evaluation of the Executive Director's job performance not less than once each year.

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**Section 7: Additional Duties**

The officers of the Coquille Indian Housing Authority shall perform such other duties and functions as may from time to time be required by the Board or the Bylaws or rules and regulations of the Authority.

**Section 8: Election of Officers**

The Chairperson of the Board shall be appointed by the Coquille Indian Tribal Council. The Board shall elect from among its members a Vice Chairperson, a Secretary, and a Treasurer to serve for a term of one year. Election of officers shall occur at the annual meeting. Any member may hold two of these positions, except that the Chairperson shall not be eligible to serve as Vice Chairperson and Chairperson simultaneously. Commissioners must be qualified to serve under Coquille Indian Tribal Code 130.100(1).

**Section 9: Vacancies**

In the event a vacancy in any office except the office of Chairperson occurs, the members of the Board shall elect a replacement at the next meeting. If a Commissioner is unable to serve, the Board shall inform the Coquille Indian Tribal Council. If election of any officer is delayed and the previous officer is available to serve, the incumbent may serve until a replacement is elected.

**ARTICLE IV: MEETINGS**

**Section 1: Annual Meeting**

The annual meeting of the Board shall be held in conjunction with and immediately preceding the last regular meeting of the fiscal year in September. The date, time, and place of the annual meeting shall be designated by resolution of the Board.

**Section 2: Regular Meetings**

Monthly meetings shall be held on a date and at a place and time determined convenient by a majority of the Commissioners at each meeting prior. Regular meetings may be held without notice. It shall be permissible for Commissioners to participate in such meetings by audio or video conference.

**Section 3: Special Meetings**

The Chairperson of the Board may call a special meeting of the Board when he/she deems it expedient or shall call a special meeting of the Board upon the written request of two members of the Board, for the purpose of transacting any business designated in the call. Actual notice must

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be given to each member of the Board at least 24 hours prior to the time of the special meeting. Attendance at a special meeting shall constitute a waiver of any claim of improper notice. At a special meeting, no business shall be considered other than as designated in the call, and no action may be taken without the concurrence of a quorum of Commissioners.

**Section 4: Quorum**

The powers of the Coquille Indian Housing Authority shall be vested in the Commissioners. A majority of the full Board (i.e., notwithstanding the existence of any vacancies) shall constitute a quorum for the transaction of business, but no Board action shall be taken by vote of less than a majority of such full Board.

**Section 5: Order of Business**

The following shall be the Order of Business for a Regular Meeting of the Board:

1. Call to Order
2. Invocation
3. Roll Call
4. Public Comment
5. Reading and Approval of Minutes of Previous Meeting(s)
6. Amendments to Agenda
7. Department Reports
8. Affiliate Reports
9. Executive Director's Report
10. Committee Reports (as needed)
11. Board Communications
12. Business
13. Public Comment
14. Next Meeting
15. Adjournment

The Board may take action at any time during the course of a Regular Meeting to amend the Order of Business to enter executive session, accommodate scheduling, or otherwise facilitate its work.

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**Section 6: Manner of Voting**

The voting on all questions coming before the Board shall be by voice vote, and the yeas, nays, absences, and abstentions shall be entered upon the minutes of such meeting, except in the case of elections when the vote may be by ballot.

**Section 7: Meeting Minutes**

Minutes of annual, regular, and special meetings of the Board shall be kept by the Secretary or his/her designee. At a minimum, the minutes shall reflect the date, time, and place of the meeting; the Commissioners attending; whether or not a quorum was constituted; the essence of all matters discussed and debated; a clear statement of all matters voted on; and, the vote count for all matters on which a vote was cast.

**Section 8: Action by Consent**

Any action required by law to be taken at a meeting of the Board, or any action which would appropriately be taken at a meeting of the Board, may be taken without a Board meeting only with the express verbal or written consent of all Board members. Such actions shall be subject to ratification by the Board at the Board's next meeting. A written record of such actions shall be kept, which includes the nature of the action, date and time of contact with each Board member, the response of each Board member, a place for the initials of the person making the contact and recording the response, and a place for the signature of the Chairman and Secretary/Treasurer attesting to ratification.

**Section 9: Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the Chair or their designee by reference to Robert's Rules of Order.

**ARTICLE V: OTHER RESPONSIBILITIES**

**Section 1: Code of Conduct**

Members of the Board shall be responsible for adherence to the standards enumerated in the Coquille Indian Housing Authority Personnel Policy Manual "Code of Conduct".

**Section 2: Conflict of Interest**

During his/her tenure and for one year thereafter, no Commissioner, officer, or employee of the Coquille Indian Housing Authority, or any member of any governing body of the Coquille Indian Tribe, or any other public official who exercises any responsibilities or functions with regard to

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the project, shall voluntarily acquire any direct or indirect interest, in any project or in any contract or proposed contract relating to any project, unless prior to such acquisition, he/she fully describes and discloses his/her interest in writing to the Coquille Indian Housing Authority and such disclosure is entered upon the minutes of the Coquille Indian Housing Authority, and the Commissioner, officer, or employee shall not participate in any action by the Coquille Indian Housing Authority relating to the property or contract in which he/she has any such interest. Any violation of the foregoing provisions of this section shall constitute misconduct in office. This section shall not be applicable to the acquisition of any interest in obligations of the Coquille Indian Housing Authority issued in connection with any project, or to the execution of agreements by banking institutions for the deposit or handling of funds in connection with a project, or to act as trustee under any trust indenture, or to utility services the rates for which are fixed or controlled by a governmental agency. Commissioners must comply with conflict of interest provisions set out in 24 CFR 1000.30 to 1000.36 and any other applicable provisions.

### **Section 3: Program Participants as Commissioner**

A Commissioner who is a tenant or homebuyer in a housing project of the Authority shall be entitled to participate fully in all meetings concerning matters that affect all of the tenants or homebuyers, even though such matters affect him/her as well. However, no such Commissioner shall be entitled or permitted to participate in or be present at any meeting (except in his/her capacity as a tenant or homebuyer) or be counted or treated as a member of the Board, concerning any matter involving his/her individual rights, obligations, or status as a tenant or homebuyer.

### **Section 4: Confidentiality**

Commissioners shall not disclose privileged information about housing program applicants or participants, personnel actions, property acquisitions, or Authority financial transactions except for legally required public disclosure. Commissioners shall further be bound by the confidentiality requirements described in the Native American Housing Assistance and Self-Determination Act (NAHASDA) of 1996. NAHASDA is available for review by Commissioners and the public at the Coquille Indian Housing Authority office.

### **Section 5: Fiduciary Responsibility**

Board members are fiduciaries and have a fiduciary responsibility to act in the best interests of the Housing Authority, rather than for personal benefit. Commissioners shall exercise legal and ethical integrity and maintain accountability in conducting the business of the Housing Authority. Commissioners shall be insurable, and the Authority shall purchase insurance to protect the organization and individual Commissioners against claims arising from an individual's performance as a Commissioner.

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**ARTICLE VI: COMMITTEES**

**Section 1: Ad Hoc Committees**

The Board may establish ad hoc committees as it deems necessary and desirable.

**Section 2: Appointment of Committee Members and Chairperson**

All committee members shall be qualified and appointed by the Chairperson of the Board and confirmed by a majority vote of the Board present at a duly called meeting of the Board. The appointed and confirmed committee members shall select a committee Chairperson from among the committee's members. A committee may include members who are not Commissioners of the Coquille Indian Housing Authority.

**Section 3: Meetings**

A committee shall meet at the call of the committee Chairperson. Notice of committee meetings shall be delivered to each committee member personally, by telephone, or by mail not less than 48 hours prior to the meeting.

**Section 4: Meeting Minutes**

Minutes of committee meetings shall be kept by the committee Chairperson or designee. At a minimum, the minutes shall reflect the date, time, and place of the meeting; the committee members attending; whether or not a quorum was constituted; the essence of all matters discussed and debated; a clear statement of all matters voted on; and, the vote count for all matters on which a vote was cast. Committee meeting minutes shall be provided to the Board with all committee reports required by the Board Chairperson.

**Section 5: Limitations on the Powers of Committees**

The Board may not delegate power to a committee to do any of the following:

- a) Approve the dissolution of the Coquille Indian Housing Authority,
- b) Agree to the merger of the Coquille Indian Housing Authority with any other entity, or
- c) Sell, pledge, or transfer all or substantially all of the Coquille Indian Housing Authority's assets.

A committee may not adopt, amend, or repeal the Bylaws or any resolution made by the Board.



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**ARTICLE VII: AMENDMENTS**

The Bylaws of the Coquille Indian Housing Authority shall be amended only with the approval of a majority of the full Board, provided that at least 30 days written notice of the proposed language of the Bylaws amendment and meeting date has been given to all Commissioners.