

**BYLAWS  
OF THE HOUSING AUTHORITY OF NEW ORLEANS  
As Amended and Restated by the Board of Commissioners  
on February 26, 2019**

**ARTICLE I  
NAME**

**Section 1. Name of Authority**

The name of the Authority shall be the Housing Authority of New Orleans (“HANO”).

**Section 2. Seal of Authority**

The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its founding.

**ARTICLE II  
OFFICES**

**Section 1.**

The Authority shall have its principal office at 4100 Touro Street in Orleans Parish, Louisiana.

**Section 2.**

The Authority shall have such other offices at such places as the Board of Commissioners may from time to time designate by resolution.

**ARTICLE III  
MISSION**

The Mission of the Authority is to provide and encourage the development of quality, affordable housing and the preservation of healthy, vibrant neighborhoods for the citizens of New Orleans in a manner that promotes self-sufficiency and economic opportunity.

**ARTICLE IV  
GENERAL POWERS OF THE AUTHORITY**

The Authority is empowered with general powers and authority pursuant to LA. R.S. 40:381, et. seq, the Housing Authorities Law, to perform the following tasks, among others:

- (i) Exercise all rights and obligations, including, but not limited to the right to issue revenue bonds, notes, and other obligations to finance, refinance, or assist in the financing or refinancing of any undertaking of the Authority in the area of housing; and
- (ii) Exercise all reasonable powers and authority customarily possessed by public enterprises or private corporations performing similar functions; and

- (iii) Undertake any and all other activities which may be reasonably necessary or appropriate in connection with the furtherance and accomplishment of the Authority's purpose that are not in conflict with the laws of the Louisiana, the United States Housing Act of 1937 or any other relevant law.

**ARTICLE V  
FISCAL YEAR & ANNUAL AUDIT**

**Section 1. Fiscal Year**

The Fiscal Year of the Authority shall run from October 1 through September 30.

**Section 2. Annual Audit**

The Authority shall cause an independent audit to be performed annually for the purpose of conducting a detailed examination of the books, records, papers, securities and affairs of the Authority and of the status of its loans, bonds, and annual contributions and of such other matters as the Authority may specifically designate, in accordance with HUD and Louisiana requirements. The Authority shall have the power to employ such third party assistance as it may deem necessary to conduct such audits or examinations. The results of all such audits or examinations shall be reported in writing to the Authority and copies of the audit shall be placed on file with the Authority and properly noted in the official journal of the Authority.

**Section 3. Records and documents.**

There shall be kept at the principal office of the Authority for inspection by the public, a record of the public meetings of the Board and scheduled meetings of each committee of the Board from at least the previous three (3) years and the Authority's By-laws, including all amendments thereto. The Authority shall maintain its financial records, books, audits and accounts in accordance with the applicable records retention and disposition policy and schedule in effect from time to time at the Authority.

**ARTICLE VI  
BOARD OF COMMISSIONERS**

**Section 1. Board of Commissioners**

The powers of the Authority shall be vested in the Board of Commissioners (the "Board "). The Commissioners shall exercise their powers consistent with the terms and conditions provided herein. No Commissioner may delegate his\her power or authority.

The Board has the authority and the duty to govern all affairs of the Authority and shall have all powers necessary or appropriate to carry out the purposes of the Housing Authorities Law. The Board's duty to govern all of the affairs of the Authority shall include, but shall not be limited to the following:

- i. To make and implement rules, by-laws, and policies and regulations necessary or appropriate for the effective administration of the Authority, the United States Housing Act of 1937, and any other relevant law;

- ii. To promulgate rules and procedures for the election of the officers of the Board, and to conduct such elections;
- iii. To evaluate the Executive Director's job performance from time to time;
- iv. To review and approve all contracts for goods or services having a value of more than \$150,000;
- v. To perform such other functions as are needed to ensure the provision of quality housing and services to the residents of the housing properties.

The Board shall consist of nine voting Commissioners appointed by the Mayor, including two tenant Commissioners and one landlord commissioner. No person who has or who is seeking a business or financial relationship with the housing authority or who otherwise has a conflict pursuant to the Code of Governmental Ethics regarding service on the housing authority board shall be eligible to be appointed as a landlord commissioner. No Commissioner shall be an employee of the Authority, or spouse or child, parent, brother or sister by blood or marriage of such an employee.

**Section 2. Place of Residency**

All Commissioners, at the time of appointment or election, shall be bona fide residents of Orleans Parish and shall remain bona fide residents throughout the term of their office. A bona fide residency as required herein shall mean a person who maintains a place of abode in Orleans Parish as his or her actual, regular and principal place of residence.

**Section 3. Term of Office**

The appointment and terms of office of Commissioners shall be pursuant to the provisions of La. R.S. 40:531, as amended by the Louisiana Legislature.

**Section 4. Resignation of Board Members**

Any member of the Board may resign at any time by giving written notice to the Secretary. Such resignation shall be made in writing and shall take effect at the time specified in the notice. If no time is specified, the resignation shall be effective as of the time of its receipt by the Secretary, who shall accept such resignation, noting the day of its receipt. The acceptance of a resignation shall not be necessary to make it effective. The Secretary shall promptly notify the Board, the Executive Director of the Authority and the Mayor of New Orleans of the resignation. Any member of the Board may resign at any time by giving oral notice to the Board at a meeting at which a quorum (excluding the resigning member) is present.

**Section 5. Removal**

A Commissioner may only be removed from office by the Mayor of New Orleans for neglect of duty, misconduct in office, or conviction of a felony, but only after the accused Commissioner shall have been given a notice of removal which notice shall set forth the charges. The accused Commissioners rights regarding a hearing on the charges is governed by the provisions of LA R.S. 40:537(B).

**Section 6. Stipends**

All members shall serve without compensation.

**Section 7. Expenses**

The authority may provide for the reimbursement, from funds of the Authority, of any reasonable travel expenses incurred by the Commissioners for travel in connection with their duties, in accordance with the travel policy of the Authority.

## **ARTICLE VII MEETINGS OF THE BOARD OF COMMISSIONERS**

### **Section 1. Annual Meetings**

The annual meeting of the Board shall be held in December of each year, at such date and time as designated by the President. The Board may hold its meetings at such locations as may be approved by the President or the Executive Director from time to time. At the annual meeting, the Authority shall establish a schedule of its regularly scheduled meetings during the ensuing one-year period.

### **Section 2. Regular Meetings**

Regular meetings of the Board of Commissioners shall be held the last Tuesday of every month, at a time and place determined by the Board. No less frequently than quarterly, a regular meeting shall be held at a development of the Authority. No notice to Board members shall be required for any such regular meeting of the Board. In the event the regular meeting cannot be held as scheduled due to a lack of a quorum or for any other reason, the President shall establish a new meeting date and provide notification to the Commissioners.

### **Section 3. Special Meetings**

The Chair of the Board may, when he or she deems it expedient, and shall, upon the written request of two members of the Board, call a Special Meeting of the Board for the purpose of transacting any business designated in the notice. The call for a Special Meeting may be hand-delivered to each member of the Board, mailed to the business or home address of each member, or sent by electronic transmission to an electronic address provided for such purpose by any member of the Board. Each member must be notified of the Special Meeting of the Board two days or more prior to the date of the Special Meeting. At such Special Meeting, no business shall be acted on other than as designated in the notice, but if all of the members of the Board are present, other business may be discussed.

### **Section 4. Proxy Voting Prohibited**

No proxy shall be permitted either for the purpose of voting or for the purpose of obtaining a quorum.

### **Section 5. Minutes**

The minutes of the Authority's public meetings shall be taken by the Secretary or the Secretary's designee and promptly recorded, shall be a public record, and shall be promptly made available for inspection by the public unless their disclosure is inconsistent with the terms of these By-laws or applicable law. All resolutions shall be maintained in written form and included in the records of the proceedings of the Board.

The Executive Director shall have recorded upon the minutes of the meeting, the yeas, nays and abstentions for each vote of the Commissioners or that the vote was unanimous.

Minutes and audio recordings shall be kept of all such meetings and shall be made available to the public during the normal business hours of the Authority. The audio recordings shall be placed on the website.

**Section 6. Public Notice of Meetings**

Notice of public meetings of the Board shall be advertised on the Authority's website, and posted at the location of the meeting, as required by and in compliance with the Louisiana Open Meetings Law. Such notices shall be provided to each Commissioner via their preferred delivery method at least 24 hours prior to the meeting. All reasonable efforts will be made to publish the agenda to the public and the Commission 7 days in advance of the meeting.

**Section 7. Meetings Open To the Public**

All meetings of the Board or Committees shall be open to the public. No resolution, rule, act, or other official action shall be effective unless taken, made, or enacted at an open meeting.

**Section 8. Executive Sessions**

The Board may hold an executive session for one or more of the reasons permitted by law.

**Section 9. Manner of Voting**

The Chairperson shall call for the yeas and nays and any abstentions for each vote of the Commissioners. The voting on all questions coming before the Board shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting, unless the vote is unanimous of all members present, and in that case the minutes shall so indicate. The affirmative vote by the majority of the Commissioners at a duly held meeting at which a quorum is present shall be the act of the Authority, except as otherwise expressly provided herein.

**Section 10. Quorum**

A majority of the members of the Board shall constitute a quorum, which is required for the purpose of transacting business at all meetings and special meetings of the Board. For Committee meetings, exactly half of the members of the Committee shall constitute a quorum. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting or recess the meeting to take measures to obtain a quorum. Except as otherwise provided in this Section, all actions of the Board may be taken by a vote of the majority of the members present at any meeting where a quorum exists.

**Section 11. Parliamentary Authority**

The rules of the current edition of Robert's Rules of Order Newly Revised shall govern Board meetings whenever questions of procedure arise that are not covered in these By-laws or in any Board resolution regarding the conduct of meetings of the Board.

**ARTICLE VIII  
OFFICERS**

**Section 1. Officers**

There shall be three officers of the Board of Commissioners, consisting of a President, Vice-President, and a Secretary-Treasurer. The officers shall be elected as provided in the following sections of this article. The President and Vice President may serve no more than two consecutive one year terms.

**Section 2. President**

The President shall be elected by a majority of the Board of Commissioners for a one year term. Terms begin immediately following the election.

The President shall preside at all meetings of the Board Act, and call special meetings as necessary. At each meeting, the President shall submit such recommendations and information as the President may consider proper concerning the business, affairs and policies of the Authority.

**Section 3. Vice-President**

The Vice-President shall be elected by a majority of the Board of Commissioners for a one year term. Terms begin immediately following the election.

The Vice-Chair shall perform all the duties of the President in the absence or incapacity of the President; and in case of the resignation or death of the President, the Vice-President shall perform such duties as are imposed on the President until such time as the Board shall appoint a new President.

**Section 4. Secretary-Treasurer**

The Executive Director shall serve as the Secretary-Treasurer of the Board. The Executive Director shall have general charge of the business and affairs of the Authority and shall direct all other officers, agents and employees of the Authority. Except as otherwise provided by resolution of the Board, or as required by law, the Executive Director shall sign all contracts, deeds and other instruments made by the Authority. The Executive Director may assign such duties to the other officers, employees and agents of the Authority as he or she deems appropriate.

The Executive Director shall be responsible for 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 Board may select.

The Executive Director shall keep and maintain the records of the Authority, shall act as secretary of the meetings of the Board of the Authority and record all votes. The Executive Director shall keep written minutes of the public meetings of the Board, which shall be available to the public, and shall perform all duties incident to the office of Secretary. The Executive Director shall cause notice to be given of all meetings and of all adjournments or postponements whenever such notice is required. The Secretary shall keep in safe custody the seal of the Authority, and shall have the power to affix such seal to all proceedings and resolutions of the Board of the Authority and to all contracts and instruments authorized to be executed by the Authority.

**ARTICLE IX  
COMMITTEES OF THE BOARD**

**Section 1. Standing and Ad Hoc Committees**

The following two standing committees shall exist to assist in the effective functioning of the Board and its review of issues: Finance & Audit Committee and the Development, Asset Management & Operations Committee. The President of the Board may, from time to time, as deemed necessary, also establish *ad hoc* committees for specific and limited purposes. All committees, whether standing or *ad hoc*, are advisory and not authorized to take any official action on behalf of the Board.

**Section 2. Determination of Membership and Committee Chair**

Membership on and the designation of the chair of each committee shall be determined by the President of the Board, unless otherwise established by the Board. In no event shall any committee consist of more than a quorum of members of the full Board.

Unless otherwise established by the Board, each of the standing committees shall develop a description of matters such as the committee’s frequency of meetings, responsibilities and duties, periodic reports to the Board, and other related matters.

**Section 3. Committee Composition**

Each Commissioner must be an active member of at least one committee. Each committee must have a minimum of three members.

The place and time of the meetings of the Committees shall be determined by the chair of that committee. Notice of such meetings shall be provided to each member at least 5 days prior to the meeting date. The Board of Commissioners shall have the power, by a vote of not less than a majority of the Board of Commissioners, to remove at any time any member of any Committee of the Board or any Committee formed pursuant to these By-Laws.

**Section 4. Finance & Audit**

The charge of the Finance & Audit Committee is to study, discuss, and develop recommendations to the Board on matters affecting the financial operations of the Authority, review Authority financial reports in detail, provide oversight for the management of the Authority’s finances, recommend the hiring of an auditor, oversee staff compensation packages, and capital campaigns.

**Section 5. Development, Asset Management & Operations**

The charge of the Development, Asset Management & Operations Committee is to study, discuss, and develop recommendations to the Board on matters affecting redevelopment, modernization, new construction, property acquisition, rehabilitation, demolition, property disposition, management of conventional developments, scattered sites, and all other forms of subsidized housing, general Authority operational issues, and contract administration.

**Section 6. Vacancies**

Any vacancy in a committee caused by death, resignation, removal, or disqualification of a Commissioner or Member shall be filled by appointment by the President or the Board. Such successor shall serve on the committee to which they are appointed until the next Annual Meeting of the Board.

**ARTICLE X  
INDEMNIFICATION**

**Section 1. Indemnification**

The Authority shall, to the extent legally permissible, indemnify and hold harmless each of the Commissioners, and the Executive Director of the Authority against all liabilities and expenses, including amounts paid in satisfaction or compromise of judgments, fines and penalties, and reasonable attorney fees and other reasonable expenses, in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved in his/her official capacity; or with which he/she may be threatened while in office, or employed, or thereafter, by reason of his/her acting in their official capacity as such a Commissioner or Executive Director,. The Commissioner and Executive Director of the Authority must be acting within the scope of his/her employment, the conduct must not constitute malfeasance, and must not be willful or wanton neglect of duty to be covered by the foregoing indemnification.

**Section 2. Expenses Reimbursed**

Reasonable expenses, including but not limited to reasonable counsel fees incurred by any such Commissioner, and the Executive Director in connection with the defense, or disposition, of any such action, suit or other proceeding, may be paid, from time to time, by the Authority in advance of the final disposition thereof. The right of indemnification hereby provided will not be exclusive of, or affect any other rights to which any Commissioner or the Executive Director may be entitled by contract or otherwise under Law. As used in this Section, the terms Commissioner and Executive Director shall include their respective heirs, executors and administrators.

**Section 3. Insurance**

The Authority may obtain one or more policies of insurance covering any liability it may incur hereunder and may pay any premiums required thereon. The maintenance of any such insurance policy shall not relieve the Authority of any obligation hereunder except that the proceeds of any such policy may be used to reimburse the Authority for any payments made to any indemnified person pursuant to Article X, Section (2) herein.

**ARTICLE XI  
CODE OF ETHICS/CONFLICT OF INTEREST**

The Board of Commissioners shall be subject to the Code of Governmental Ethics, and all applicable state and federal law.

**ARTICLE XII  
AMENDMENTS AND RESCISSIONS**

**Section 1. Rescinding Prior By-Laws**

By adopting the above articles, all By-Laws of the Housing Authority of New Orleans existing prior to the adopting of said articles are rescinded.

**Section 2. Amendment of By-Laws**

These Bylaws may be repealed or amended from time to time by the Board of Commissioners at any regular or special meeting at which a quorum is present, provided that a copy of the proposed amendments or notice of the proposed repeal shall have been sent to all members of the Board of Commissioners with the notice of the meeting.

**CERTIFICATION**

**These By-Laws were approved by the Housing Authority of New Orleans, Board of Commissioners at its regular meeting on February 26, 2019.**

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President of the Board                      Date                      \_\_\_\_\_

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Vice President of the Board                      Date                      \_\_\_\_\_