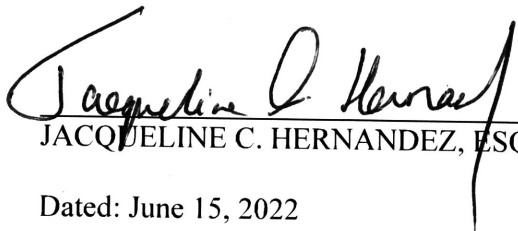


**ADOPTED JUNE 30, 1958 by Res. #58-6-515**

**CORPORATE SECRETARY'S CERTIFICATE**

I, JACQUELINE C. HERNANDEZ, Esq., 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.

  
JACQUELINE C. HERNANDEZ, ESQ.

Dated: June 15, 2022

## **ARTICLE I**

### **MEMBERS OF THE AUTHORITY**

#### **Section 1.01 Powers.**

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

#### **Section 1.02 Number of Members.**

Pursuant to Section 402 of the Public Housing Law (“**PHL**”): there will be seven (7) members of the Authority appointed by the mayor, including three (3) resident members; and the mayor will designate one of the members as the Chair, provided, however, that the mayor’s discretion as to (i) who to appoint as Chair, and (ii) whether to remove or replace the Chair, shall be subject to the requirements set forth within Section VI(A)(44) of the January 31, 2019, agreement by and among the U.S. Department of Housing and Urban Development, the Authority, and the City of New York (the “**HUD Agreement**”) while the HUD Agreement remains in effect. Upon the HUD Agreement’s expiration or earlier termination, the mayor shall have the sole decision-making authority regarding the personnel actions in subsection (i) and (ii) above pursuant to Section 402 of the PHL.

#### **Section 1.03 Meetings.**

##### **1.03(a) Meetings.**

No fewer than ten (10) regular meetings per year will be held on notice and 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.

### 1.03(c) Quorum.

The members may not transact business at a meeting unless a quorum is present and may only conduct business at such meeting or as otherwise provided for by these By-Laws. 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 and the Chief Executive Officer will attend all regularly scheduled meetings unless he or she has been excused by the Chair.

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 members at meetings of the board pursuant to Section 1.03(c) above will have the power to authorize expenditures in accordance with resolutions of the Authority and the Authority's procurement policy manual 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 and leases that are valued in excess of \$1,000,000, or such contracts and leases of a lesser value that require Authority approval pursuant to applicable law, governmental requirement, or Authority resolution, policy, or procedure. Unless otherwise required by applicable law, governmental requirement, or Authority resolution, contracts and leases with a value of \$1,000,000 or less may be approved in accordance with resolutions of the Authority and the Authority's procurement policy manual.
- (2) Adopting annual operating and capital budgets.
- (3) Reviewing for consideration, and approval if necessary, proposals by Standing or Special Committees as per Section 1.04.
- (4) Reviewing matters of policy as determined by the Chair for consideration.

#### **Section 1.04 Committees.**

##### **1.04(a) Standing Committees.**

- (1) The members may establish standing committees at meetings of the board pursuant to Section 1.03(c).
- (2) Standing Committees. The following committees will be designated as standing committees: Audit and Finance Committee; and Resident and Community Affairs 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 standing committee will include at least two (2) members.

(5) Committee Chair. The chairperson(s) of each standing committee will be designated by the Chair.

(6) Functions. Each standing 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 members of the Authority.

**1.04(b) Special Committees.**

(1) The members may establish special committees at meetings of the board pursuant to Section 1.03(c). 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 members of the Authority or the committee.

**Section 1.05 Chair.**

The Chair will have the following powers and duties:

(1) preside at all meetings of the members of the Authority;

(2) direct the focus of the members' work with respect to such matters including,

but not limited to, developing a strategic vision and mission of the Authority, setting priorities, determining agendas for meetings, and overseeing the same for Committees as per Section 1.04;

(3) on behalf of the members oversee the Chief Executive Officer in the effective and ethical management of the Authority;

(4) be responsible for ensuring training and development opportunities for the members of the Authority to enhance their participation and impact and also be responsible for assisting in outreach and recruitment for new members of the Authority upon vacancy; and

(5) have such additional powers and duties as may from time to time be conferred or imposed by these By-Laws or by the resolutions of the Authority.

#### **Section 1.06 Vice-Chair.**

##### **1.06(a) Election.**

The members at a meeting of the board pursuant to Section 1.03(c) will elect from among themselves one member to serve as a Vice-Chair in connection with meetings of the members. 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 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 only 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 these By-Laws or by the resolutions of the Authority.

**Section 1.07 Chief Executive Officer..**

(1) The Chair, in consultation with the members, will appoint a Chief Executive Officer, provided, however, that the Chair's discretion as to (i) whom to appoint as Chief Executive Officer, and (ii) whether to remove or replace the Chief Executive Officer, shall be subject to the selection process set forth within Section VI(A)(44) of the HUD Agreement while the HUD Agreement remains in effect. During the pendency of the selection process as set forth within Section VI(A)(44) of the HUD Agreement, and/or if that selection process fails to result in the appointment of a Chief Executive Officer, the appointment of an interim Chief Executive Officer shall be made by the Chair, in the Chair's sole discretion. The interim Chief Executive Officer shall remain in place until a permanent Chief Executive Officer is chosen pursuant to the relevant terms of the HUD Agreement. Upon the HUD Agreement's expiration or earlier termination, the Chair, in consultation with the members, shall have the decision-making authority

regarding the personal actions in subsection (i) and (ii) above as set forth within this Section 1.07(1), subject to the approval of a majority of the members, provided, however, that the Chair shall have the sole authority to appoint an interim Chief Executive Officer who shall serve until a permanent selection is approved by a majority of the members.

- (2) The Chief Executive Officer will be a full-time employee of the Authority and have the powers set forth in Section 1.07(3) of these By-Laws 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.
- (3) The Chief Executive Officer will have general charge and supervision of the business and affairs of the Authority, and will:
  - (a) oversee all divisions of the Authority and be responsible for the day-to-day operations of the Authority;
  - (b) direct the business and affairs of the Authority, and the execution of all policies, resolutions, motions, rules, and regulations adopted by the Authority;
  - (c) 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 members of the Authority;
  - (d) have the power to appoint or remove all executive level officers and leadership deemed necessary by the Chair to manage the Authority;
  - (e) have the power to determine the scope of delegation that all executive level

officers and leadership may exercise;

- (f) may create such offices and positions not otherwise provided for in these By-Laws and determine the qualifications and the duties thereof;
  - (g) 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 and as set forth in the Delegation Record;
  - (h) be responsible for the due and proper execution of all orders, rules, and regulations made or approved by the Authority;
  - (i) 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; and
  - (j) have such additional powers and duties as may from time to time be conferred or imposed by these By-Laws or by the resolutions of the Authority.
- (4) The Chief Executive Officer may delegate any of the powers and duties of the Chief Executive Officer to any other employee or delegate any of the powers and duties of the Chief Executive Officer to any other employee of the Authority.

## **ARTICLE II**

### **OFFICERS AND EMPLOYEES**

#### **Section 2.01. Officers.**

The officers of the Authority will consist of a Chief Executive Officer, a Chief Operating Officer, a Chief Financial Officer, and an Executive Vice-President for Legal Affairs and General Counsel. The Chief Operating Officer, the Chief Financial Officer and the Executive Vice-President for Legal Affairs and General Counsel shall report to the Chief Executive Officer. The same person may not simultaneously hold the office of Chief Operating Officer and Executive Vice-President for Legal Affairs and General Counsel. None of the officers may be members.

**Section 2.02. Chief Operating Officer.**

The Chief Operating Officer's primary responsibility will consist of overseeing all organizational units involved with Property Management and Maintenance. The Chief Operating Officer's responsibilities shall further include the authority to compile, prepare, and sign reports, statements, and certificates relating to the operation of the business units under the Chief Operating Officer's responsibility, and to file such reports, statements, and certificates in such places as may be necessary.

**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. The Executive Vice-President for Legal Affairs and General Counsel will report to the Chief Executive Officer and will exercise such other powers and duties as the Chief Executive Officer or Chair may determine, in addition to such powers and duties as may be conferred or imposed by these By-Laws, including:

- (a) the power to adjust and settle all tort, general or commercial litigation

claims brought against the Authority; and

- (b) the power to delegate the settlement authority set forth in paragraph (a) immediately above to (i) in-house counsel at the Authority, and (ii) outside counsel or third-party claims administrator(s) and adjuster(s) in such amounts and terms as the Executive Vice-President for Legal Affairs and General Counsel shall deem appropriate.

**2.03(b) Delegation of Powers and Duties.**

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 employee of the Authority's Law Department.

**Section 2.04 Chief Financial Officer.**

The Chief Financial Officer's primary responsibility will consist of being responsible for all budgets, accounting, financial planning, and risk management functions of the Authority. The Chief Financial Officer's responsibilities shall further include developing and maintaining appropriate financial policies and procedures to manage working capital effectively and providing sound advice on the financial implications of decisions by the members of the Authority. The Chief Financial Officer may serve as the Controller of the Authority.

**ARTICLE III**

**FUNDS**

**Section 3.01 Investment of Funds.**

The Chief Financial Officer 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 Chief Financial Officer must report on the investment activity annually. The members of the Authority may adopt investment guidelines consistent with applicable federal regulations and guidance.

**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.

**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 Chief Executive Officer, the Chief Procurement Officer, the Executive Vice-President for Legal Affairs and General Counsel, or as otherwise set forth in the Delegation Record or resolutions of the Authority.

**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 Chief Executive Officer, the Chief Financial Officer, or as otherwise set forth in the Delegation Record or resolutions of the Authority, and to the extent required by the Chief Executive Officer, must be co-signed by a different individual from among the list of

those just enumerated or another employee designated by the Chief Executive Officer in the Delegation Record.

## **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.

**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.