

**BYLAWS OF THE WASHOE HOUSING AUTHORITY OF
THE WASHOE TRIBE OF NEVADA AND CALIFORNIA**

Approved by Res. 11- WHA-22 on 9/8/11; amended by Res. 16-WHA-06 on 3/10/16, Res. 18-WHA-15 on 7/31/18, Res. 21-WHA-12 on 5/26/21, Res. 22-WHA-03 on 2/28/22, Res. 22-WHA-12 on 9/15/2022 and Res. 23-WHA-15 on 10/12//2023.

ARTICLE I

THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be the

“WASHOE HOUSING AUTHORITY”

Section 2. Seal of Authority. The seal of the Authority shall be in the form of a circle and shall bear the name of Authority.

Section 3. Office of Authority. The offices of the Authority shall be at such place or places in the County of Douglas, Nevada, as the Authority may from time to time designate by resolution.

ARTICLE II

OFFICERS

Section 1. Officers. The Officers of the Authority shall be a Chairperson, a Vice Chairperson, and a Secretary-Treasurer.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Authority. The Chairperson should have his or her primary residence within 100 miles of the Authority to be able to execute check signing, ELOCCs administration as required by Housing and Urban Development (HUD), and accounts overview in a timely fashion.

Section 3. Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and in case of the resignation, removal, or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until the Washoe Tribal Council shall appoint a new Chairperson.

Section 4. Secretary-Treasurer. The Secretary-Treasurer shall keep the records of the Authority, shall act as Secretary of the meetings of the Authority and record all votes, shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office. The Secretary- Treasurer shall keep in safe custody the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority. The Secretary-Treasurer may delegate any or all of his or her duties to the Executive Director of the Authority who can assign to an employee or employees of the Authority as appropriate. If no Secretary-Treasurer is appointed, the Chairperson may delegate any or all of the Secretary-Treasurer's duties to the Executive Director of the Authority who can assign to an employee or employees of the Authority as appropriate.

Section 5. Executive Director. The Executive Director of the Authority shall have general supervision over the administration of the business and affairs of the Authority, subject to the direction of the Board. He or she shall be charged with the management of the housing programs of the Authority. He or she shall have the authority to enforce WHA policies.

The compensation of the Executive Director shall be determined by the Board.

Section 6. Election or Appointment. The Vice Chairperson and Secretary-Treasurer shall be elected from among Commissioners of the Authority and shall hold office until their successors are elected and qualified.

Section 7. Vacancies. Should the offices of Vice Chairperson or Secretary-Treasurer become vacant, the Board shall elect a successor from its membership at the next regular meeting and such election shall be for the unexpired term of said office. If the Board does not have a representative from each community, the Board may defer this election.

Section 8. Oath of Office. All Commissioners and Alternate Representatives are required to take the Oath of Office before being allowed to represent their respective communities. The Oath of Office is administered by the Secretary-Treasurer of the Washoe Tribe. Each Commissioner and Alternate Representative serving their respective community serves the same staggered term from the date of appointment, pursuant to Title 29 of the Law and Order Code.

ARTICLE III

MEETINGS AND BOARD ACTIONS

Section 1. Regular Meetings. Regular meetings shall be held the second Thursday of each month at the Authority's office or virtually, unless otherwise agreed to by a majority of the Board.

a) All request(s) to be on agenda:

- (1) must be submitted to the Executive Director or his or her designee three or more business days before the scheduled meeting;
- (2) must state the business to be discussed; and
- (3) must provide supporting documents of the business to be discussed.

Section 2. Annual Meetings. The Annual Meeting between WHA BOC and Washoe Tribal Council shall be held annually at a location and time to be determined by the WHA BOC and Washoe Tribal Council.

Section 3. Special Meetings. The Chairperson may, when he or she deems it expedient, or, upon the written request of three (3) Commissioners of the Authority, call a special meeting of the Authority for the purpose of transacting any business designated. The written or electronic notice of a special meeting may be delivered to each Commissioner or may be mailed to the business or home address of each Commissioner at least three (3) days prior to the date of such special meeting. At such special meeting no business shall be considered other than as designated in the notice.

Section 4. Emergency Meeting. Emergency meetings may be held with at least 24-hours' notice, but the Chairperson has the duty to give as much notice as possible. In the absence of the Chairperson (If the Chairperson is unavailable), the Vice-Chairperson may call an emergency meeting.

Section 5. Quorum. At all meetings of the Authority a majority of the Commissioners shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Section 6. Executive Session. It is the policy of the Board to conduct its business in open and accessible meetings. However, from time to time the Board must consider the following confidential matters: legal advice concerning current or threatened litigation, personnel issues, contract negotiations, the finances or health

or disability of a tenant or prospective tenant, or other matters made confidential by applicable law. The Board may move into executive session by motion and majority vote of the members present. All actions of the Board shall be taken in an open session; and the Board shall take no action in an executive session.

Section 7. Attendance. Commissioners are expected to attend each meeting. If a Commissioner is unable to attend a meeting, it is that Commissioner's responsibility to notify and arrange for his or her Alternate Representative to attend the meeting in his or her place.

Alternate Representatives shall be elected by each respective Community Council and off-reservation representatives and ratified by the Washoe Tribal Council.

An Alternate Representative has no right or authority to act or participate as a Commissioner when attending a meeting as a member of the public, but may be seated at the meeting table with the Commissioners. Notwithstanding any other provision of these Bylaws, the Chairperson may, in his or her sole discretion, solicit the opinion, advice or comment of an attendant Alternate Representative concerning a matter then pending before the Board and allow such Alternate Representative to participate in the discussion of the Board to an extent the Chairperson deems helpful to the deliberation of the Board with respect to the matter under consideration.

When possible, a Commissioner who is unable to attend a meeting shall notify the Chairperson that he or she will not be attending a meeting. A designated Alternate Representative may only represent a Commissioner if that Commissioner has notified the Chairperson that he or she will not be attending a meeting. If a Commissioner is absent from a meeting and has notified the Chairperson prior to the meeting, the respective Alternate Representative shall be recorded as the Commissioner's representative during the roll call.

If a Commissioner misses three (3) consecutive meetings without notifying the Chairperson, the respective community councils will be notified.

Section 8. Order of Business. At the regular meetings of the Authority the following shall be the order of business:

1. Roll Call
2. Review/Approval of Agenda
3. Introduction of Guests
4. Reading and Approval of Minutes

5. Executive Director Report, Staff Reports, and Financial Report
6. Continuing Business
7. New Business
8. Executive Session
9. Community Reports
10. Adjournment

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Authority.

Section 9. Voting. The voting on all questions coming before the Board shall be by verbal confirmation, and the result shall be entered upon the minutes of such meeting. As the presiding officer, the Chairperson may, but is not obligated to, vote. Whenever the Vice Chairperson is serving as the presiding officer, the Vice Chairperson shall have the same voting rights as the Chairperson. Electronic Voting is acceptable.

Section 10. Compensation. Each Commissioner and Alternate Representative who is officially seated at a regular or special meeting, and whose attendance for the meeting is at least 80% shall be compensated by payment of a stipend in accordance with the applicable policy. Such compensation is only due a Commissioner or Alternate Representative in good standing. Any Commissioner and Alternate Representative in debt to WHA will have any compensation applied to WHA debt.

Section 11. Rules of Order. The rules contained in the newest version of Robert's Rules of Order shall govern all meetings of the Authority where they are not in conflict with these Bylaws or other rules of the Board.

Section 12. Action by Board without Meeting by Unanimous Written Consent. Notwithstanding any other provision of these Bylaws, any action that the Board is required or permitted to take may be taken without a meeting and without prior notice if all the members of the Board, individually or collectively, consent in writing to such action. The individual signature of each member of the Board evidencing his or her consent to such action may be made and counted when created by hand and submitted on the original documentation or, equivalently, when created electronically and submitted by means of email or facsimile. Any such unanimous written consent shall be filed with the records of the proceedings of the Board. Such action by written consent shall have the same force and effect as

a unanimous vote of the Commissioners taken at a duly noticed meeting and shall take effect immediately unless otherwise specified in the written consent.

Section 13. Travel for Conferences. Any Commissioner or Alternate Representative who attends local meetings or a subcommittee meeting or training sessions, shall be compensated by payment of a stipend in accordance with the applicable policy. Alternate Representatives who attend a regular or special meeting will be compensated by payment of a stipend in accordance with the applicable policy. Attendance is defined as being present at least 80% of the time.

ARTICLE IV

CONFLICT OF INTEREST

Section 1. Conflict of Interest. Employees, Commissioners, and Alternate Representatives have an obligation to the Authority to conduct themselves within guidelines that prohibit real or apparent conflicts of interest and all shall adhere to the Code of Conduct and Conflict of Interest policies.

Section 2. Award of Contracts. No employee, Commissioner, or Alternate Representative shall participate in selection, or in the award or administration of a contract or subcontract supported by Federal or non-Federal funds if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when:

- (a) The employee, Commissioner, or Alternate Representative;
- (b) Any member of his or her immediate family, which includes father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in law, mother-in-law, son-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half-brother, and half-sister;
- (c) his or her partner or business affiliate; or
- (d) an organization which employs, or is about to employ, any of the above, has a financial or other interest in the firm selected for award. The employee, Commissioner, or Alternate Representative will neither solicit nor accept gratuities, favors or anything of monetary value from contractors, potential contractors, or parties to sub-agreements, not including gratuities or favors where the financial interest is not

substantial, or the gift is an unsolicited item of nominal intrinsic value.

Contracts shall be awarded in accordance with the procurement policy.

ARTICLE V

VIOLATIONS AND DUE PROCESS

Section 1. Complaint and Hearing. If the Board receives a written complaint that a Commissioner or Alternate Representative has violated the Code of Conduct, Conflict of Interest or both, the Board shall hold a hearing to determine whether the accused Commissioner or Alternate Representative did commit such violation. The accused Commissioner or Alternate Representative shall be given written notice of the specific allegations against him or her at least ten (10) days prior to the hearing.

Section 2. Opportunity to be Heard. At such a hearing, the accused Commissioner or Alternate Representative shall have the opportunity to be heard in person or through a representative or attorney, at his or her cost, and to present witnesses on his or her behalf.

Section 3. Findings and Consequences. If no less than two-thirds of the Commissioners in attendance at the hearing find that the accused Commissioner or Alternate Representative violated the Code of Conduct, Conflict of Interest or both, that Commissioner or Alternate Representative shall not be allowed to attend any meetings held by the Board for 90 days and that Commissioner or Alternate Representative will be reported to the Washoe Tribal Council which appointed him or her to the Board.

The Board, in its discretion, may recommend to the Washoe Tribal Council the removal of the Commissioner or Alternate Representative from the Board. In the event the violation of the Code of Conduct, Conflict of Interest or both is a violation of Federal or Tribal laws or Federal rules and regulations, the Commissioner or Alternate Representative will be reported to the appropriate authorities for further disposition.

If the Commissioner or Alternate Representative is convicted of any crime that resulted from his or her action in violation of the Code of Conduct or Article IV of

these Bylaws concerning conflicts of interest or both, he or she will be reported to his or her respective Community Council and the U.S. Department of Housing and Urban Affairs for further action.

ARTICLE VI
AMENDMENTS

Section 1. Amendments to Bylaws. The Bylaws of the Authority shall be considered for amendment only with the approval of at least three (3) Commissioners at a regular meeting or at a special meeting which has been duly called and held pursuant to Section 3 of Article III of these Bylaws, but no such amendment shall be adopted unless at least three (3) days' notice thereof has been previously given to all the Commissioners. The approval should be of no less than two-thirds of the Board present at a duly called meeting.