

AMENDED AND RESTATED
BY-LAWS OF THE HOUSING AUTHORITY
OF THE
CITY OF WILMINGTON, NORTH CAROLINA

ARTICLE I – THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be “Housing Authority of the City of Wilmington, North Carolina”.

Section 2. Office of Authority. The offices of the Authority shall be at 1524 South 16th Street, the City of Wilmington, State of North Carolina, but the Authority may hold its meetings at such other place as it may delegate by Resolution.

ARTICLE II – COMMISSIONERS

Section 1. Number. The Board of Commissioners of the Authority (the “Board”) shall consist of nine (9) commissioners.

Section 2. Appointment and Qualifications. Each commissioner shall be appointed by the Mayor of the City of Wilmington (the “Mayor”). No commissioner may be a city official. At least one of the commissioners appointed shall be a person who is directly assisted by the Authority. However, no more than one-third of the commissioners shall be persons directly assisted by the Authority.

Section 3. Term. Each commissioner shall hold office for a term of five (5) years or until his or her successor has been appointed and has qualified. If the commissioner directly assisted by the Authority ceases to receive such assistance during his or her term, the commissioner’s office shall be abolished and another person who is directly assisted by the Authority shall be appointed by the Mayor.

Section 4. Compensation. A commissioner shall receive no compensation for his or her services but he or she shall be entitled to the necessary expenses, including traveling expenses, incurred in the discharge of his or her duties.

Section 5. Attendance. Commissioners shall use best efforts to attend all scheduled meetings of the Board, as well as assigned committee meetings, and shall provide adequate notice to the Chairman or Secretary if he or she will be unable to attend a scheduled meeting. During a calendar year, a commissioner shall have no more than two (2) unexcused absences from all scheduled meetings. Excused absences include illness, religious observances, family emergencies, and/or any other excuse approved by a majority vote of the Board of Commissioners.

ARTICLE III – OFFICERS

Section 1. Officers. The Officers of the Authority shall be a Chairman, a Vice Chairman, and a Secretary.

Section 2. Chairman. The Chairman shall preside at all meetings of the Board. Except as otherwise authorized by Resolution of the Board, the Chairman shall be authorized to sign all contract, deeds, and other instruments made by the Authority. At each meeting, the Chairman shall submit such recommendations and information as he may consider proper concerning the business, affairs, and policies of the Authority.

The Chairman shall, from time to time as it is found reasonable and necessary, appoint committees for the purpose of considering, investigating, and analyzing any aspect of the business of the Authority which appears appropriate. The Chairman shall appoint a Committee Chairperson who shall serve for a period of one (1) year, or until a successor is appointed. In no event shall any one individual serve more than three (3) consecutive years as a Committee Chairman.

Section 3. Vice-Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman, or upon delegation by the Chairman; and in case of the resignation, death or removal of the Chairman, the Vice-Chairman shall perform such duties as are imposed on the Chairman until such time as the Authority shall select a new Chairman.

Section 4. Secretary. The Chief Executive Officer shall serve as the Secretary of the Authority. As Chief Executive Officer, he/she shall give general supervision over the administration of its business and affairs, subject to the direction of the Board. He shall serve as primary advisor to the Board and be charged with managing and directing all functions of the Authority in accordance with all applicable laws rules and regulations, including rules and regulations of HUD, as well as resolutions and policies adopted by the Board and any other body with power over the Authority.

The Secretary shall keep the records of the Authority, shall act as Secretary of the meetings of the Board, record all votes, and shall keep a record of the proceedings of the Board in a journal of proceedings kept for such purposes, and shall perform all duties incident to his/her office. He/she shall keep in a safe custody, the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized by the Board.

He/she shall have the care and custody of all funds of the Authority, which shall be deposited in the name of the Authority into such bank or banks as the Authority may select. He/she shall keep regular books of accounts showing receipts and expenditures and shall render to the Board, at each regular meeting (or oftener when required), an account of all transactions and also of the financial condition of the Authority. He/she shall give such bond for the faithful performance of his/her duties as the Board may designate.

The compensation of the Chief Executive Officer/Secretary shall be determined by the Board, provided that a temporary appointee selected from among the Board shall serve without

compensation (other than the payment of necessary expenses). Any person appointed to fill the office of the Secretary, or any vacancy therein, shall have such term as the Authority fixes, but no commissioner of the Authority shall be eligible to hold this office except as a temporary appointee

Section 5. Additional Duties. The Officers of the Authority shall perform such other duties and functions as may from time to time be required by the Board or the By-Laws or rules and regulations of the Authority.

Section 6. Election or Appointment. The Chairman and Vice-Chairman shall be elected at the annual meeting of the Authority from among the commissioners of the Authority, and shall hold office for one (1) year or until their successors are elected and qualified.

No one individual shall serve more than three (3) consecutive years in the office of Chairman or Vice-Chairman.

Section 7. Vacancies. Should the office of the Chairman or Vice-Chairman become vacant, the Board shall elect a successor from its membership at the next regular meeting, and such election shall be for the un-expired term of said office. When the office of Secretary becomes vacant, the Board shall appoint a successor as provided in the By-laws.

Section 8. Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties, and functions as prescribed by the Housing Authorities Law of North Carolina.

ARTICLE IV – MEETINGS

Section 1. Regular Meetings. Regular monthly meetings of the Board shall be held without notice at the regular meeting place of the Authority on the fourth Monday of each month at 5:00 p.m., unless the same shall be a legal holiday, in which event said meeting shall be held on the next succeeding secular day. The Annual Meeting of the Board shall be held on the fourth Tuesday of June.

Section 2. Special Meetings. The Chairman of the Authority may, when he deems it expedient, and shall, upon written request of two (2) commissioners, call a special meeting of the Board for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Board or may be mailed to the business or home address of each commissioner at least two (2) days prior to the date of such special meeting. At such special meeting no business shall be considered other than as designated in the call, but if all commissioners are present at a special meeting, any and all business may be transacted at such special meeting.

Section 3. Emergency Meetings. In the event of unexpected circumstances that require immediate consideration by the Board, the Chairman or any two (2) commissioners may call an emergency meeting of the Board for the purpose of transacting business in connection with the emergency. The Authority shall give notice of the emergency meeting to each media company

having previously filed a written request for notices of Board meetings. Notice to the media shall be given immediately after notice to the commissioners, and it shall be made by telephone or by the same method used to notify the commissioners of the emergency meeting. Only business connected with the emergency may be considered at such emergency meeting.

Section 4. Quorum. The powers of the Authority shall be vested in the commissioners thereof in office from time to time. A majority of the Commissioners in office shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Authority upon a majority vote of the commissioners present.

Section 5. Order of Business. At the regular meetings of the Authority, the following shall be the order of business.

1. Call to Order
2. Public Information
3. Approval of minutes of the previous meeting
4. Report of Secretary
5. Adoption of Resolutions
6. Discussions Items
7. Adjournment

All Resolutions shall be in writing and there shall be copies in a journal of the proceedings of the Authority.

Section 6. Manner of Voting. The voting on all questions coming before the Authority shall be by voice vote and, if not unanimous, the ayes and nays shall be entered and identified upon the minutes of such meeting. The decision shall be entered upon the minutes of such meeting.

Section 7. Participation by Conference Call. If the Board holds an official meeting by use of conference telephone or other electronic means, the Authority shall provide a location and means whereby members of the public may listen to the meeting and the notice of the meeting required by law shall specify that location.

Section 8. Ratification. An action or instrument of the Authority shall not be invalid for lack of authorization if the action is ratified by the Board at a subsequent meeting or by action in accordance with these By-laws.

ARTICLE V - INDEMNIFICATION

Indemnification. Any person who at any time serves or has served as a commissioner shall have a right to be indemnified by the Authority to the fullest extent permitted by law in the event he/she is made, or is threatened to be made, a party to any threatened, pending or completed action, suit, or proceeding and any appeal therein (and any inquiry or investigation that could

lead to such action, suit, or proceeding), whether or not brought by or on behalf of the Authority, seeking to hold him/her liable by reason of the fact that he/she is or was acting in the capacity as a commissioner.

The commissioner's rights provided hereunder shall, to the fullest extent from time to time permitted by law, cover (i) reasonable expenses, including without limitation, all attorneys' fees actually and necessarily incurred by him/her in connection with any such action, suit, or proceeding (the Authority shall have the right in its discretion to advance legal expenses on behalf of a commissioner prior to the final resolution of the action, suit or proceeding); (ii) all reasonable payments made by him/her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he/she may have become liable in such action, suit or proceeding; and (iii) all reasonable expenses incurred in enforcing the indemnification rights provided herein.

Notwithstanding the foregoing provisions, the Authority shall not indemnify or agree to indemnify a commissioner against liability or litigation expense he/she may incur (i) on account of his/her activities which were at the time taken known or believed by him/her to be unlawful or clearly not in the best interests of the Authority; (ii) as a result of any improper benefit realized by such person; or (iii) in connection with a proceeding by or in the right of the Authority in which the commissioner was adjudged liable to the Authority.

The Board shall take all such action as may be necessary and appropriate to authorize the Authority to pay the indemnification required by the By-Laws, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him/her.

Any person who serves or has served in the capacity as a commissioner for or on behalf of the Authority shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Any repeal or modification of the By-Laws shall not affect any rights or obligations existing at the time of such repeal or modification. The rights provided in the By-Laws shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the By-Laws.

ARTICLE VI - AMENDMENTS

Amendments to By-Laws. The By-Laws of the Authority shall be amended only with the approval of a majority of the Board at a regular or special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has been previously given to all members of the Board.


ARTICLE VII – CORPORATE SEAL

Corporate Seal. The corporate seal of this Authority shall consist of a circular device and shall have inscribed around the circumference thereof the words "Housing Authority of the City of Wilmington, North Carolina" and in the center thereof, "Incorporated 1938". Such seal is hereby adopted as the seal of this Authority.

Revision Date: March 25, 2010

CERTIFICATE

I hereby certify that I am the duly elected and qualified Secretary of Housing Authority of the City of Wilmington, North Carolina (the "Authority), a public body and a body corporate and politic organized and existing under the laws of the State of North Carolina; that the foregoing is a true copy of the Amended and Restated By-laws duly adopted by the Board of Commissioners of the Authority on the 25th day of March, 2010 that such amended By-laws are in full force and effect and have not been rescinded.



Michael J. Krause, Esq.
Secretary