

BYLAWS

Yakama Nation Housing Authority

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YAKAMA NATION HOUSING AUTHORITY BYLAWS

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YAKAMA NATION HOUSING AUTHORITY BYLAWS

The Yakama Nation Housing Authority Board of Commissioners, acting under the authority of Yakama Tribal Council Resolution No. T-94-77 (June 21, 1977), as amended (the "Tribal Ordinance"), as amended, hereby adopts the following Bylaws for the corporation.

ARTICLE I. NAME

Section 1.01. Corporate Name. Pursuant to the Tribal Ordinance, the corporate name is the "Yakama Nation Housing Authority" (hereinafter, "YNHA" or the "Authority"). The Authority shall have perpetual succession in its corporate name.

ARTICLE II. FORM

Section 2.01. Establishment. The Yakama Nation Tribal Council established the YNHA as a public corporation by Yakama Tribal Council Resolution No. T-94-77 (June 21, 1977), which was amended by Resolution No. T-137-94 (July 7, 1994), Resolution No. T-076-03 (February 6, 2003), Resolution No. T-173-06 (September 7, 2006), and Resolution No. T-036-10 (December 3, 2009) (the "Tribal Ordinance") (see attached).

Section 2.02. Corporate Charter. The Tribal Ordinance is the corporate charter of the Authority.

ARTICLE III. PURPOSES

Section 3.01. Purposes. Pursuant to the Tribal Ordinance, the YNHA is the tribally-designated housing entity ("TDHE") of the Yakama Nation for purposes of the Native American Housing Assistance and Self-Determination Act of 1996. as amended ("NAHASDA") and is organized and operated for the following purposes:

- a. Remediating on the Reservation unsafe and unsanitary housing conditions that are injurious to the public health, safety and morals;
- b. Alleviating the acute shortage of decent, safe and sanitary dwellings for families of low income; and
- c. Providing employment opportunities on the Reservation through the construction, reconstruction, improvement, extension, alteration or repair and operation of low-income dwellings.

ARTICLE IV. PLACE OF BUSINESS

Section 4.01. Office. The official place of business of the YNHA shall be at 611 South Camas Avenue, Wapato, WA 98951-1499. This is subject to change by the Board of Commissioners.

ARTICLE V. REGISTERED AGENT

Section 5.01. Service of Process. The registered agent for service of process is the Executive Director of the YNHA, whose office is located at the official place of business of the YNHA.

ARTICLE VI. COMMISSIONERS

Section 6.01. Appointment. Pursuant to the Tribal Ordinance,

a. **Function and Number.** The Board of Commissioners (the "Board") manages the affairs of the YNHA. The Board comprises five members-at-large and one ex-officio Tribal Council Housing Committee member.

b. **Advertisement for Vacancy.** The YNHA Executive Director shall advertise each vacant position in the local tribal newspaper, and other public forums for each Board member position for a minimum of two weeks and maximum 30 days. The current Board members shall review all Letters of Intent and make recommendation of appointment to the Tribal Council.

c. **Appointing Authority.** The Board members are appointed, and may be reappointed, by the Tribal Council. A certificate of the Secretary of the Council as to the appointment or reappointment of any Board member is conclusive evidence of the due and proper appointment of the Board member.

d. **Orientation.** Any new incoming Board or Tribal Council Housing Committee member shall be provided the opportunity for NAHASDA Orientation and Board of Commissioner training on-site as soon as practical by the Executive Director. All new incoming Board or Committee members shall be provided copies of the current Board-approved Policies, which may be on paper, flash-drive, or other media.

e. **Term.** Each member-at-large is appointed for a four-year term of office. Under the Tribal Ordinance, the terms are staggered. In the case of a vacancy, any appointment is only for the length of the unexpired term. The term of office of the ex-officio Tribal Council Housing Committee member conforms to the organization of the Council establishing the Housing Committee. Each Board member holds office until his/her successor has been appointed and has qualified.

f. **Eligibility of Tenants and Homebuyers.** No person shall be barred from serving as a Board Member because he/she is a tenant or homebuyer in a housing project of the Authority. Such Board member shall be entitled to fully participate in all meetings concerning matters that affect all of the tenants or homebuyers, including matters that affect the Board member as a tenant or homebuyer; provided, that the Board member shall be entitled or permitted to participate only in his/her capacity as a tenant or homebuyer, not as a Board member.

i. In the event that a Board member is eligible to receive YNHA services for their rental or homebuyer unit, then such action shall be for the record regarding amount of service, program, and eligibility.

ii. In the event that a Tribal Council member is eligible to receive YNHA services for their rental or homebuyer unit, then such action shall be for the record regarding amount of service, program, and eligibility.

g. **Debts.** Board members are expected to serve as role models for the community. Board members who are also YNHA tenants must be in full compliance with their YNHA lease agreements. Board members who receive travel advances must repay those advances when trips are cancelled. Any non-compliance will be duly reported by the Executive Director to the Board of Commissioners and may result in a corrective action plan or recommendation to the Tribal Council for removal from the Board.

Section 6.02. Representative Capacity. No Board member may act on behalf of the Board except as authorized in advance by a vote of the majority of the full Board. Failure to comply with this section may be grounds for recommendation to the Tribal Council for removal from the Board.

Section 6.03. Conduct. Board members shall:

- a. Act with diligence, care, skill, honesty, and prudence;
- b. Put the interests of the Authority before any personal interest in carrying out their duties;
- c. Avoid real and apparent conflicts of interest through disclosure of personal interest, recusal from decisions, or other appropriate action.
- d. Consult directly with the Executive Director about inquiries regarding housing issues or management issues.
- e. Refer community members to the Executive Director for resolution of problems or for a response to inquiries.
- f. Direct housing management issues to the Executive Director.
- g. Abide by the "need to know" standard with regard to confidentiality;
- h. Treat other Board members with respect and dignity; and
- i. Demonstrate a sense of cooperation and support for the benefit of the whole organization.
- j. Comply with the conflict of interest provisions in Article XIII of these Bylaws.

Section 6.04. Property. Board members may be assigned a YNHA phone or computer tablet for the sole purpose of YNHA business. Property shall not be for personal use. All property shall be returned to YNHA if not in use. All stolen or lost YNHA property shall be immediately reported to the Executive Director.

Section 6.05. Resignation. Any member of the Board may resign from the Board. Resignation must be by letter directed to the Chairperson, who will then notify the other Board members and direct the letter to the appropriate appointing authority.

Section 6.06. Leave of Absence. Any member of the Board may request a temporary leave of absence from active service on the Board for good cause. Any such request must be by letter directed to the Chairperson and must specify the dates of leave requested and the reason(s) for the request. Upon a determination by the Board that a leave of absence will not interfere with the efficient operations of the Board, the Board may approve a temporary leave of absence of up to 60 days. Any approval must be by Board resolution.

Section 6.07. Removal. Pursuant to the Tribal Ordinance,

a. A member of the Board may be removed by the appointing authority for serious inefficiency or neglect of duty or for misconduct in office, but only after a hearing before the appointing authority and only after the Board member has been given a written notice of the specific charges against him at least 10 days prior to the hearing.

b. At any such hearing, the Board member shall have the opportunity to be heard in person or by counsel and to present witnesses on his/her behalf.

c. In the event of removal of any Board member, a record of the proceedings, together with the charges and findings thereon, shall be filed with the appointing authority and a copy thereof sent to the appropriate office of the Department of Housing and Urban Development.

Section 6.08. Recommendation by the Board for Removal. The Board may recommend to the appointing authority that a Board member be removed from office as a Commissioner. Any decision to recommend removal from office shall be made by Board resolution and forwarded to the Housing Committee or other appropriate authority. Absence from three consecutive meetings may constitute neglect of duty.

Section 6.09. Compensation. Pursuant to the Tribal Ordinance, the Commissioners shall not receive compensation for their service but shall be entitled to compensation for expenses, including travel expenses, incurred in the discharge of their duties.

ARTICLE VII. MEETINGS

Section 7.01. Meetings. Pursuant to the Tribal Ordinance, meetings of the Board shall be held at regular intervals as provided in the Bylaws. All Board members will receive actual notice of meetings.

a. Upon attaining a quorum, the Chairperson shall request a Board member to open the meeting with an Invocation.

b. Board members may participate in meetings by conference call or other electronic medium upon approval of the Chairperson. Meeting per diem will be approved but no mileage will be allowed.

Section 7.02. Regular Meetings. Regular meetings shall be held on the third Wednesday of each month at 9:00 a.m. at the official place of business of the YNHA, or at such time and place as may be decided by the Board.

Section 7.03. Annual Meeting. The Annual meeting shall be held on a date in late December or early January, at such time and at such place as may be decided by the Board.

Section 7.04. Emergency Meetings. Pursuant to the Tribal Ordinance, emergency meetings may be held upon 24 hours actual notice and business transacted, provided that not less than a majority of the full Board concurs in the proposed action.

Section 7.05. Scheduling special or emergency meetings. The Chairperson 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 or emergency meeting of the Board for the purpose of transacting any business designated in the call. Actual notice, which may be in electronic format, must be given to each member of the Board at least 24 hours prior to the time of such special or emergency meeting. No business shall be considered at that meeting other than as designated in the call, except that if all Board members are in attendance, then the Board may decide to transact any and all business per approved agenda.

Section 7.06. Quorum. Pursuant to the Tribal Ordinance, a majority of the full Board (i.e., at least three Board members, notwithstanding the existence of any vacancies) shall constitute a quorum for the transaction of business. No Board action shall be taken by a vote of less than a majority of such full Board. No Board member may vote on any business in absentia or by proxy.

Section 7.07. Minutes. The minutes of any Board meeting shall be prepared and distributed to the Board at the next regularly scheduled meeting for review and approval. No recording of official Board meetings is allowed unless by official Board knowledge and action.

Section 7.08. Failure to Attend. Any Board member who, without an acceptable excuse, fails to attend three consecutive Board meetings may be removed from any elected office he or she holds on the Board and also may be recommended for removal from the Board as a Commissioner, by resolution of the Board. In the event a Board member anticipates absence from a scheduled meeting, the Board member must notify the Chairperson or the Executive Director, giving the reason for the absence.

ARTICLE VIII. OFFICERS

Section 8.01. Appointment and Selection. Pursuant to the Tribal Ordinance, the Council shall name one of the Commissioners as Chairperson. The Board shall elect from among its members a Vice-Chairperson, a Secretary, and a Treasurer; and any member may hold two of these positions.

Section 8.02. Term. Any Board member-at-large is eligible to serve as an officer. All officers shall serve for a period of four years unless he/ she resigns or is removed from office. Officers shall be selected by the Board at the annual meeting.

Section 8.03. Chairperson. The Chairperson shall preside at all meetings of the YNHA; shall supervise the preparation of the agenda; shall conduct the meeting in accordance with the Bylaws; shall represent the YNHA, working directly with any agency, on training, planning and problem-solving on housing issues; shall appoint all committees, unless otherwise decided by the Board; and shall have the right to cast a vote.

Section 8.04. Vice-Chairperson. The Vice-Chairperson, pursuant to the Tribal Ordinance, in the absence of the Chairperson, shall preside at meetings of the Board; and in case of resignation, death, or removal for cause of the Chairperson, shall assume the office of the Chairperson until such time as a new Chairperson may be elected by the Board.

Section 8.05. Secretary. The Secretary, pursuant to the Tribal Ordinance, shall keep complete and accurate records of all meetings and actions taken by the Board, and, in the absence of both the Chairperson and the Vice-Chairperson, shall preside at meetings of the Board. The Secretary also shall see that all notices are given in accordance with the provisions of these Bylaws or as required by law; shall be custodian of the YNHA records; shall keep a register of the mailing address of each member, which shall be furnished to the Secretary by that member; shall in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chairperson or the Board; and in the absence of the Chairperson and Vice-Chairperson, shall call meetings to order until those members present select a Chairperson pro-tem.

Section 8.06. Treasurer. The Treasurer, pursuant to the Tribal Ordinance, shall keep full and accurate financial records, make periodic reports to the Board, and submit a complete annual report in written form, to the Tribal Council, as required by Section 10.06 of these Bylaws and by the Tribal Ordinance. The Treasurer also shall be the custodian of all funds in possession of the YNHA; and shall keep an accurate record of all funds and report the financial status of the YNHA to the Board at each monthly meeting.

Section 8.07. Failure to Attend Meetings. Any officer missing three consecutive meetings may be removed from elected office by resolution of the Board.

Section 8.08. Vacancies. In case of a vacancy in one of the elected offices, the Chairperson shall appoint a member to fill the vacancy, until the Board elects the officer

at the next regularly scheduled meeting. If the office of Chairperson becomes vacant, the Vice-Chairperson shall serve as Chairperson until the next regularly scheduled meeting, or until the Tribal Council appoints the new Chairperson.

ARTICLE IX. EXECUTIVE DIRECTOR

Section 9.01. Employment. The Board shall employ an Executive Director to be the YNHA's Chief Executive Officer to implement and execute Board policies, and supervise and manage business affairs of the Authority.

Section 9.02. Functions. The Executive Director shall propose the organizational structure of the YNHA to the Board, and the Board shall approve the structure and personnel positions. The Executive Director shall have authority and responsibility to hire, dismiss, evaluate and otherwise supervise the employees of the YNHA. He or she shall manage the office and develop programs that fulfill the YNHA's mission and long-range goals. The Executive Director shall submit a proposed annual budget to the Board, and shall report monthly to the Board about the status of the YNHA's operations and programs. He or she shall provide other reports requested by the Chairperson or Board. The Executive Director shall perform all duties incident to this office and such other duties as may be prescribed by the Board.

ARTICLE X. FINANCES

Section 10.01. Chief Financial Officer. The Board shall employ a Chief Financial Officer ("CFO") to manage the financial affairs of the YNHA. The CFO will be selected by the Board. The CFO shall perform all duties incident to this office, including providing regular financial reports to the Board, and such other duties as may be prescribed by the Board. The CFO shall report to the Executive Director.

Section 10.02. Checks, Drafts, etc. All checks, drafts, vouchers and orders for the payment of money, notes, and other evidences or guarantees of indebtedness issued in the name of the YNHA shall, unless otherwise provided by resolution of the Board, be signed by the Chairperson and another officer of the Board on regular check signing days, typically one day a week. In the event that one or more checks must be signed on other than regular check signing days, then the Chairperson or another officer of the Board and the Executive Director have authority to sign checks

Section 10.03. Sale or Pledge of Assets. The sale, mortgage or pledge of any or all property and assets of YNHA, whether or not in the usual or regular course of business, may be made only upon such terms and conditions and for such consideration as shall be authorized by resolution of the Board.

Section 10.04. Annual Financial Statement. There shall be prepared annually an accurate and complete financial statement of the YNHA, which shall include a balance sheet and a statement of operations for the preceding fiscal year. The financial statement shall be submitted at the annual meeting of the Board and, within twenty (20) days after the meeting, placed on the file at the YNHA's principal office. Such statement shall be prepared at the direction of the Board. If no Executive Officer is so designated, it shall be

the duty of the Chairperson and Treasurer to prepare or cause to be prepared such statement.

Section 10.05. Fiscal Year. The fiscal year of the YNHA shall begin on October 1 and end on September 30, unless otherwise provided by the Board.

Section 10.06. Report to Tribal Council. As required by the Tribal Ordinance, the Authority shall submit an annual report, signed by the Chairperson, to the Council showing (a) a summary of the year's activities; (b) the financial condition of the Authority; (c) the condition of the properties; (d) the number of units and vacancies; (e) any significant problems and accomplishments; (f) plans for the future; and (g) such other information as the Authority or the Board deem pertinent.

ARTICLE XI. TRAVEL

Section 11.01. Authorization. The Board may authorize one or more of the Board members to travel to a meeting, conference, or on other official YNHA business. All travel on YNHA business must be approved by the Board and documented in accordance with the policies of the YNHA. This includes the preparation and submission of a YNHA Travel Report.

a. **Travel Report.** Upon completion of all official travel the Board member shall submit a written report of the trip to the Executive Director to be distributed in the following monthly board packet. All Travel Authorizations shall be closed out within five days after travel.

b. **Reimbursement.** All reimbursement of travel shall be paid within five days completion of travel. No further travel shall be authorized until the Travel Authorization is closed out.

Section 11.02. Delegates. The Board may appoint one or more delegates to represent the YNHA before regional and/or national organizations and to attend meetings of those organizations. At meetings where YNHA is a member and may cast a vote in the proceedings, the Chairperson or, in his/her absence, another Board member so delegated shall have the right to cast a vote in the name of the Authority.

Section 11.03. Expenses. Board members will be eligible for reimbursement of actual expenses for travel while on official YNHA business, in accordance with the travel policies of the YNHA. In no event shall travel include per diem compensation, as if in regular meeting status.

ARTICLE XII. ORDER OF BUSINESS

Section 12.01. Parliamentary Procedure. Board Meetings will be conducted in accordance with Robert's Rules of Order Newly Revised (10th Edition), unless otherwise decided by the Board.

a. **Agenda Business.** No Board member shall request the Executive Director to take action on items that are subject to approval by the Board during an official meeting, under these By laws or under duly adopted Policies of the Authority.

ARTICLE XIII. CONFLICTS OF INTEREST

Section 13.01. Acquisition of Interests in Projects. During his tenure and for one year thereafter, no Commissioner, officer or employee of the Authority, or any member of any governing body of the Tribe, or any other public official who exercises any responsibilities or functions with regard to the project, shall voluntarily acquire any interest in any project or in any property included or planned to be included in any project, or in any contract or proposed contract relating to any project, unless

- a. prior to such acquisition, he discloses his interest in writing to the Authority; and
- b. such disclosure is entered upon the minutes of the Authority; and
- c. the Commissioner, officer or employee shall not participate in any action by the Authority relating to the property or contract in which he has any such interest.

Section 13.02. Existing Interests in Projects. If any Commissioner, officer, or employee of the Authority involuntarily acquires any such interest, or voluntarily or involuntarily acquired any such interest prior to appointment or employment as a commissioner, officer or employee, then

- a. the Commissioner, officer, or employee of the Authority shall immediately disclose his interest in writing to the Authority; and
- b. such disclosure shall be entered upon the minutes of the Authority; and
- c. the Commissioner, officer or employee shall not participate in any action by the Authority relating to the property or contract in which he has any such interest.

Section 13.03. Penalties. Any violation of Sections 13.01 and 13.02 of this Article shall constitute misconduct in office and may result in removal under the Tribal Ordinance and as described in Section 6.07 of these Bylaws.

Section 13.04. Exceptions. Sections 13.01 through 13.03 do not apply to the following types of interests:

- a. the acquisition of any interest in obligations of the Authority issued in connection with any project; or
- b. the execution of agreements by banking institutions for the deposit or handling of funds in connection with a project; or
- c. acting as trustee under any trust indenture; or

d. utility services the rates for which are fixed or controlled by a governmental agency; or

e. membership on the Board as provided in Section 6.01(f) of these Bylaws.

Section 13.05. Federally-Assisted Activities. In addition to Sections 13.01 through 13.03, specific conflict rules apply to projects and activities, including contracts, that are supported by federal funds:

a. **Procurement of Property and Services.** No Commissioner, officer, employee, or agent of the Authority or a sub-grantee shall participate in the selection, or in the award or administration, of a contract supported by federal funds if a conflict of interest, real or apparent, would be involved.

(i) Such a conflict would arise when the Commissioner, officer, employee, or agent, any member of his immediate family, his or her partner, or 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.

(ii) No Commissioner, officer, employee, or agent will either solicit or accept gratuities, favors or anything of monetary value from contractors, potential contractors, or parties to subcontracts.

b. **Non-Procurement: Financial Interest or Benefit.** No person who participates in the decision-making process or who gains inside information with regard to federally-assisted activities may obtain a personal or financial interest or benefit from such activities, including an interest in any contract, subcontract or agreement or proceeds thereunder, either for themselves or others with whom they have business or immediate family ties.

(i) This prohibition does not apply to the use of NAHASDA funds to pay salaries or other related administrative costs.

(ii) Occupancy of a federally-assisted unit by a covered person constitutes a financial interest or benefit; however, such a person who is low-income and is selected for assistance in accordance with the Authority's written policies for eligibility, admission and occupancy of families for housing assistance with IHBG funds, may seek an exception, provided

(1) there is no conflict of interest under applicable tribal or state law.

(2) the recipient must make a public disclosure of the nature of assistance to be provided and the specific basis for the selection of the person.

(3) the recipient shall provide the appropriate Area ONAP with a copy of the disclosure before the assistance is provided to the person.

(iii) The Authority may request an exception from HUD to the conflict of interest provisions set forth in this subpart (b) on a case-by-case basis when appropriate under applicable federal laws and regulations.

ARTICLE XIV. AMENDMENTS AND CHANGES

Section 14.01. Amendments. Amendments and changes to these Bylaws shall not be effective absent a majority vote of the Board.

Section 14.02. Notice. No amendments or changes to these Bylaws may be made without 30-days' notice given to all Board members before the amendment or change is scheduled for a vote.

CERTIFICATION

The foregoing Bylaws were duly adopted by the Board of Commissioners of the Yakama Nation Housing Authority at a regular meeting on April 20, 2016, in Wapato, WA, with a quorum of its membership being present and voting.

Chairperson

ATTEST:

Secretary-Treasurer