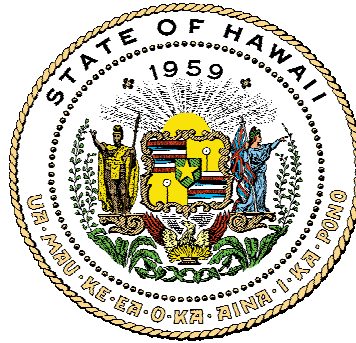


Exhibit A



**BY-LAWS OF THE  
HAWAII PUBLIC HOUSING AUTHORITY**

Adopted July 1, 2006  
Revised May 20, 2010  
Revised October 28, 2014

**BY-LAWS OF THE  
HAWAII PUBLIC HOUSING AUTHORITY**

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## **ARTICLE I. PREAMBLE**

Act 196, Session Laws of Hawaii, 2005 (Act), as amended by Act 180, Session Laws of Hawaii, 2006, established the Hawaii Public Housing Authority ("Authority") to perform the function of developing and maintaining public housing.

These By-Laws are hereby promulgated to effectuate and implement the purposes of the Act.

## **ARTICLE II. STATEMENT OF MISSION AND PURPOSE**

The Legislature has declared that Hawaii's greatest housing need is housing for those earning below fifty per cent and from fifty to eighty per cent of the median family income.

The Legislature has found that it is a public purpose to help the unsheltered homeless population or those who have a primary nighttime residence that is a public or private place not ordinarily used as a regular sleeping accommodation.

The Legislature has mandated that the Authority shall perform the function of developing and maintaining public housing, and ensuring that more individuals and families are being served and transitioned into permanent housing.

## ARTICLE III. DEFINITIONS

### Section 1. Definitions.

The following terms, whenever used herein, shall have the following respective meaning, unless a different meaning clearly appears from the context.

"Authority" means the Hawaii Public Housing Authority.

“Board” means the Board of Directors of the Hawaii Public Housing Authority.

“Board Secretary” means a director of the Authority who has been elected by the board to perform the duties described in Article V of these By-Laws.

“Bonds” means any bonds, interim certificates, notes, debentures, participation certificates, pass-through certificates, mortgage-backed obligations or other evidences of indebtedness of the Corporation issued pursuant to Act 196, Session Laws of Hawaii 2005, as amended by Act 180, Session Laws of Hawaii 2006.

"Cause" means, including but not limited to: (i) fraud, misappropriation, embezzlement or any other material violation of law that occurs during or in the course of employment, (ii) intentional breach of obligations of the position or intentional breach of policies, (iii) repeated willful failure to perform services or follow Board directives; (iv) willful conduct that is demonstrably and materially injurious to the HPHA, monetarily or otherwise. Notwithstanding anything to the contrary contained above, in the event of executive's incapacity, the HPHA may terminate employment of the Executive Director or Executive Assistant only after the expiration of a period the length of which shall be determined pursuant to the applicable accrued leave policy, but in any event not less than the executive currently has or not less than (3) months, whichever is longer.

“Chair” or “Chairperson” means a director of the Authority who has been elected by the Board to perform the duties described in Article V of these By-Laws.

“Designated representative” means the duly authorized designee of the Director of Human Services.

“Executive Assistant” means the Executive Assistant of the Authority who is employed by the Board, pursuant to Act 196, Session Laws of Hawaii, 2005 (Act), as amended by Act 180, Session Laws of Hawaii, 2006.

“Executive Director” means the Executive Director of the Authority who is employed by the Board, pursuant to Act 196, Session Laws of Hawaii, 2005 (Act), as amended by Act 180, Session Laws of Hawaii, 2006.

“Officers” means the duly selected officers of the Authority, which may include a Secretary and Treasurer, with such duties and responsibilities as may be determined by the Authority.

“Secretary to the Board” means any staff member of the Authority whose duties and responsibilities include providing the Board with the necessary secretarial and record-keeping support in order for the Authority to conduct its business.

## **ARTICLE IV. GENERAL PROVISIONS**

### **Section 1. Name of the Authority.**

The name of the Authority shall be the “Hawaii Public Housing Authority”.

### **Section 2. Seal of the Authority.**

The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the date of establishment.

### **Section 3. Principal place of business.**

The principal place of business and official mailing address of the Authority shall be 1002 North School Street, Honolulu, Hawaii 96817. The Authority may establish, by duly authorized resolution at its annual meeting, any other location in the City and County of Honolulu as its principal place of business. The Authority may designate such auxiliary or satellite offices where business may be transacted with the general public or on behalf of the Authority.

### **Section 4. Service of process; official notices.**

All official notices to the Authority, including service of process where the Authority is either suing or is being sued, shall comply with applicable law and shall be served upon the Authority at its principal place of business.

**Section 5. Business hours.**

The Authority shall establish the business hours of the Authority in compliance with applicable State law.



## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. Official action by Board.**

All official action of the Authority shall be established through the Board of Directors as established by law. The Board may delegate, in its discretion, any duties and responsibilities to the Executive Director as it deems necessary and proper to carry out the mission and purposes of the Authority.

### **Section 2. Quorum; compensation of directors.**

An affirmative vote by the number of Board members constituting a quorum under the Hawaii Revised Statutes shall be necessary for all action taken by the Authority, with the exception of disciplinary matters related to the Executive Director or the Executive Assistant which requires an affirmative vote by 8 members (i.e., two-thirds) of the Board.

The directors shall receive no compensation for their services on the Board, but shall be entitled to reimbursement of necessary expenses, including but not limited to travel expenses, incurred by them in the performance of their duties.

### **Section 3. Officers of the Authority; term; vacancy.**

The officers of the Authority shall be the Chairperson, Vice-Chairperson, Secretary and Treasurer. All officers of the Authority shall be directors of the Authority, except as authorized by these By-Laws, and shall be elected by the Board at the Board's inaugural or annual meeting. The officers shall hold office for one year or until their successors are elected.

If any vacancy occurs for any reason, the vacancy shall be filled by the election of a successor officer from among the directors at any regular or special meeting of the Board to fill out the remainder of the vacant term until the election of officers at the Board's next annual meeting.

The ex-officio member of the Board shall be ineligible to serve as Chairperson.

#### **Section 4. Chairperson; duties.**

The Chairperson shall be a director of the Authority and shall be elected by the Board at the Board's annual meeting. The Chairperson shall preside at all meetings of the Board and shall maintain order and proper procedures of the Board at all times.

Except as authorized by these By-Laws or by duly adopted resolution of the Board, the Authority together with the Secretary shall sign and execute all bonds and notes to which the Authority is a signatory.

For each meeting and upon proper notice as may be required by law, the Chairperson may submit such recommendations or items for information or for Board action as the Chairperson considers necessary and proper concerning the policies and procedures of the Authority.

The Chairperson from time to time and at any duly noticed meeting, may appoint from the directors of the Board two or more members of the Board to obtain facts and information on any specific matter or issue which is necessary and proper concerning the policies and procedures of the Authority, provided that the number of members of such a committee appointed by the Chairperson shall be in compliance with applicable law and shall be less than the number of directors required for a quorum.

**Section 5. Vice-Chairperson; duties.**

The Vice-Chairperson shall be a director of the Authority and shall be elected at the Board's annual meeting. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In case of the resignation, removal or death of the Chairperson, the Vice-Chairperson shall perform all the duties imposed on the Chairperson until such time as the Board elects a successor Chairperson.

**Section 6. Secretary; duties.**

The Secretary shall be a director of the Authority and shall be elected at the Board's annual meeting. The Secretary shall perform the duties of the Chairperson in the absence of the Chairperson and the Vice-Chairperson.

The Secretary, together with the Chairperson, shall sign and execute all bonds and notes to which the Authority is a signatory.

The Secretary shall be responsible for maintaining all records of the Authority, including maintaining a record of the Board proceedings in a journal to be kept specifically for that purpose. The Secretary shall be responsible for keeping in safe custody the seal of the Authority and shall affix or cause to be affixed the corporate seal to all contracts or instruments which have been authorized by the Authority and which require the corporate seal.

The Secretary may delegate any of the duties described in this section to the Executive Director.

In the absence, incapacity or death of the Secretary, the Board may appoint the Executive Director or any qualified employee of the Authority to serve as Secretary "pro tem" in order to

fulfill the duties imposed upon the Secretary. The Secretary pro tem, together with the Chairperson, shall sign and execute all bonds and notes to which the Authority is a signatory.

**Section 7. Treasurer; duties.**

The Executive Director shall be the ex-officio Treasurer of the Authority and shall not be a director of the Authority. The Treasurer shall be responsible for the care, custody and safeguarding of all funds of the Authority, including depositing the funds in such banks or financial institutions as the Authority selects.

The Treasurer shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson, Vice-Chairperson, and Secretary.

**Section 8. Non-attendance of board members; expiration of term.**

Notwithstanding the term of office, the term of a board member shall expire upon the failure of the member, without valid excuse, to attend three consecutive meetings duly noticed to all members of the board and where the board failed to constitute quorum necessary to transact business. The chair or acting chair of the board shall determine if the absence of the member is excusable. The expiration of the member's term shall be effective immediately after the third consecutive unattended meeting and unexcused absence. This provision shall not apply to the ex officio member of the board.

## **ARTICLE VI. EXECUTIVE DIRECTOR**

### **Section 1. Executive Director; duties, generally.**

The Executive Director shall be employed by the Board and shall be responsible for the daily management of the Authority. The Executive Director shall have general supervision over the administration and business affairs of the Authority, pursuant to the direction of the Board.

Except for the inaugural meeting, at each annual meeting the Executive Director shall submit an annual report to the Board which shall include an account of the financial condition of the Authority and the status of any other matter which was brought to the Authority. The Executive Director may submit such status reports to the Board at any other time or when so requested by the Board.

The Executive Director, together with the Secretary, shall sign and execute all notes to which the Authority is a signatory. The Executive Director is empowered to execute any and all documents to which the Authority is a signatory, except as specifically limited by the Board.

The Executive Director shall only be disciplined or terminated for cause.

### **Section 2. Delegation of duties; disability of Executive Director.**

The Executive Director may delegate any of the duties described herein, to any qualified employee of the Authority for the efficient administration of the Authority's business; provided that, the Executive Director shall nevertheless be responsible for the proper performance of all such duties and responsibilities so delegated.

In the absence, incapacity or vacancy in the position of the Executive Director, the Executive Assistant of the Authority shall perform the duties of the Executive Director.

**Section 3. Executive Assistant; duties, generally.**

The Board shall employ an Executive Assistant who shall assist the Executive Director with the daily management of the Authority. The Executive Assistant shall perform such duties and responsibilities as determined by the Executive Director or the Board.

In the absence, incapacity or vacancy in the position of the Executive Director, the Executive Assistant shall assume the position and perform the duties of the Executive Director until the Board employs or appoints a successor Executive Director.

The Executive Assistant shall only be disciplined or terminated for cause.

**Section 4. Disbursement of funds.**

Instruments or checks for the payment of money shall require the signature of: 1) the Executive Director; or 2) any qualified employee of the Authority who has been appointed by the Executive Director. All instruments or checks must be countersigned by a minimum of two (2) qualified employees.

The Executive Director shall establish fiscal policy to define delegations of authority and monetary limits of said delegation.

**Section 5. Employment of personnel.**

The Executive Director, on behalf of the Authority, may employ such personnel as are necessary to carry out the business of the Authority, without ratification or approval of the Board. The employment and compensation of such personnel shall be pursuant to all applicable laws.

## **ARTICLE VII. MEETINGS**

### **Section 1. Annual Meeting.**

The annual meeting of the Authority shall be held on the third Thursday of July, at the regular scheduled meeting place of the Authority or at any designated meeting place. In the event such date shall fall on a legal holiday, the annual meeting shall be held on the next Thursday. Any and all business may be transacted at the annual meeting with adequate notice being given.

### **Section 2. Regular meeting of the Authority.**

The regular meetings of the Authority shall be held on the third Thursday of each month, beginning at 9:00 a.m., except if such date is a legal holiday, then the regular meeting for such month shall be held on the next Thursday. The Board may change the date and time of any regularly scheduled meeting, provided however, that proper notice as prescribed by law, be given of such rescheduled meeting.

### **Section 3. Special and emergency meetings; notice.**

The Chairperson may, when determined to be necessary, call a special meeting of the Authority. The notice of the special meeting shall conform with the notice requirements as provided by law, and the Authority shall discuss only the item or items for which the special meeting has been called.

The Chairperson may call an emergency meeting, pursuant to the requirements and procedures as required by law, upon a finding that an imminent peril to the health, safety or welfare of the public exists.

**Section 4. Notice of meetings.**

All notices of meetings shall adhere to the notice requirements as prescribed by law.

**Section 5. Agenda; order of business.**

The Board shall determine the conduct and order of business prior to any meeting, which may include the call to order, roll call, reading and approval of minutes, items for information, items for action, and the Executive Director's report.

**Section 6. Executive session.**

The Board may meet in executive session, closed to the public, only in accordance with applicable law. Minutes of the executive session shall be prepared and approved separately from the minutes of the board meeting.

**Section 7. Minutes; resolutions.**

Minutes of the board meetings, including the minutes of any executive session, shall be prepared and adopted by the Board by the next board meeting, or as soon as practicable. The minutes should provide a concise summary of the business which was conducted at the meeting, including the vote on any item and an accurate description of the substantive testimony on any item.



All corporate resolutions shall be recorded in a separate journal under the care and custody of the Secretary.

**Section 8. Quorum; approval of actions.**

A quorum shall consist of a minimum number of the directors, or their designees where appropriate, as prescribed by law. The affirmative vote of quorum of the directors shall be required to make any action of the Authority valid. The quorum for disciplinary matters, including without limitation demotion, suspension, and termination, relating to the Executive Director and Executive Assistant requires an affirmative vote by 8 members (i.e., two-thirds) of the Board.

**Section 9. Conduct of meetings.**

The Chairperson shall conduct the meetings consistent with the procedure contained in the most recent edition of Robert's Rules of Order.

## **ARTICLE VIII. OTHER PROVISIONS**

### **Section 1. Amendments to by-laws.**

The By-Laws may be amended by the Board at any regular, special or annual meeting of the Authority.

### **Section 2. Severability.**

If any provision in the By-Laws is deemed to be illegal or in violation of any statute, rule or regulation, then that provision shall be deemed to be null and void without affecting any other provision in these By-Laws.