

DOCUMENT NO.2 - APPROVED IN RESOLUTION NO. ADOPTED

ON July 24, 2019 BY-LAWS

OF THE WELLESLEY HOUSING AUTHORITY

ARTICLE I - THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be the "WELLESLEY 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 the Authority and the year of its organization.

Section 3. Office of Authority. The office of the Authority shall be located within the Town of Wellesley, Massachusetts.

ARTICLE II – OFFICERS

Section 1. Officers. The officers of the Board of Commissioners of the Authority shall be a Chairperson, a Vice-Chairperson, a Treasurer, an Assistant Treasurer, and a Secretary who shall be the Executive Director, or his/her designee.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Board of Commissioner of the Authority, the Chairperson shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chairperson shall submit such recommendations and information as he/she may consider proper concerning the business affairs and policies of the Authority.

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 a vacancy in the office of the Chairperson.

Section 4. Treasurer and Assistant Treasurer. The Treasurer shall sign all orders and checks for the payment of money and shall payout and disburse such moneys under the direction of the Board of Commissioners of the Authority except as otherwise authorized by resolution of the Board of Commissioners of the Authority. The Board of Commissioners of the Authority may by resolution designate one or more members to countersign such orders and checks, and may from time to time qualify, change or cancel any such designation. The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer, and in case of a vacancy in the office of Treasurer. Any member elected to the office of Treasurer or Assistant Treasurer shall serve without compensation other than payment of necessary expenses.

Section 5. Executive Director. The Executive Director of the Authority shall be the ex-officio Secretary, or his/her designee, and shall have general supervision over the administration of its business and affairs, subject to the direction of the Board of Commissioners of the Authority. He/She shall be charged with the management of the housing project of the Authority. He/She shall have care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Board of Commissioners of the Authority may select. He/She shall keep regular books of accounts showing receipts and expenditures and shall render to the Board of Commissioners of the Authority, at each regular meeting, or oftener when requested, an account of his/her transactions and also of the financial condition of the Authority.

The compensation of the Executive Director shall be determined by the Wellesley Housing Authority Board of Commissioners, in accordance with the DHCD salary formula. A member of the Authority serving as Secretary and Executive Director in a temporary capacity shall serve without compensation other than the payment of necessary expenses.

Section 6. Secretary. The Secretary shall keep the records of the Authority, shall act as Secretary of

the meetings of the Authority and record all votes, and shall keep a record of the proceedings of the Authority, these materials will be electronically filed monthly as part of the minutes packet and shall perform all duties incident to his/her office. He/She 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 Board of Commissioners of the Authority.

At any regular or special meeting in the absence of the Secretary, a Secretary pro tempore may be appointed from among the members of the Board of Commissioners of the Authority who shall serve without compensation other than the payment of necessary expenses.

Section 7. Duties of Members. The Members of the Board of Commissioners of the Authority shall perform such duties as are incumbent upon them by reason of their election to any office, and shall perform such other duties and functions as may from time to time be required by the Authority or the by-laws, or which may arise by reason of their appointment to serve on committees functioning within the Authority or in cooperation with other persons or groups.

Section 8. Election or Appointment. The Chairperson, Vice-Chairperson, Treasurer and Assistant Treasurer shall be elected at the March annual meeting of the Authority from among the Members of the Board of Commissioners of the Authority, and shall hold office for one year or until their successors are elected and qualified.

Section 9. Vacancies. Should the office of Chairperson, Vice-Chairperson, Treasurer or Assistant Treasurer become vacant, the Board of Commissioners of the Authority shall elect a successor from its membership at the next meeting, and such election shall be for the unexpired term of said office.

Section 10. 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 Authority Law of the Commonwealth of Massachusetts applicable thereto.

ARTICLE III- MEETINGS

Section 1. General Provisions. Annual meeting and regular meetings of the Authority shall be held at such time and place as may be originally designated or subsequently changed by resolution adopted by the Board of Commissioners of the Authority at any regular or special meeting. All meetings shall be held at the office of the Authority in the absence of the specific designation of some other meeting place in any such resolution.

Section 2. Annual Meetings. Annual meetings of the Authority shall be held in March with adequate and proper notice for the purposes of electing officers, receiving the annual report of the Executive Director, and for the conduct of such other business as may come before the meeting.

Section 3. Regular Meetings. Regular meetings of the Authority shall be held with adequate and proper notice at least once in each calendar month for the transaction of the business of the Authority.

Section 4. Special Meetings. The Chairperson of the Board of Commissioners of the Authority may, when he/she deems it expedient, and shall upon adequate and proper notice, call a special meeting of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to any Member of the Board of Commissioners of the Authority or may be mailed to his/her business or home address at least two 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, but if all the Members of the Board of Commissioners of the Authority are present at a special meeting, any and all business may be transacted at such special meeting.

Section 5. Quorum. The powers of the Authority shall be vested in the Members of the Board of Commissioners of the Authority thereof in office from time to time. Three Members 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 meet and adjourn from time to time until a quorum is obtained. At least twelve hours' notice of the time and place of holding such adjourned meeting shall be given to all Members of the Board of Commissioners of the Authority who were not present at the meeting from which adjournment was taken. When a quorum is in attendance, action may be taken by the Authority upon a vote of a majority of the members present.

Section 6. Order of Business. At the regular meetings of the Authority, the following shall be included in the order of business:

1. Roll Call
2. Approval of the minutes of the previous regular meeting and any intervening special meeting
3. Financial Reports
4. TAR report by development
5. Executive Directors Report
6. Unfinished Business
7. New Business
8. Other Business
9. Citizen Speak
10. Adjournment.
11. Executive Session, if needed.

All resolutions shall be in writing and shall be electronically filed and maintained.

Section 7. Manner of Voting. All questions coming before the Board of Commissioners of the Authority shall be presented in the form of motions or resolutions chronologically numbered. The vote on all resolutions shall be by roll call, and each resolution and motion shall be entered in full upon the minutes of the meeting. For all resolutions, the ayes and nays shall be recorded.

ARTICLE IV- AMENDMENTS

Amendments to By-Laws. The by-laws of the Authority shall be amended only by resolution adopted by the affirmative vote of at least three Members of the Board of Commissioners of the Authority at a regular or special meeting, held after seven days' notice in writing of the substance of the proposed amendment shall have been sent to each Member.