

## **BYLAWS**

### **LAC DU FLAMBEAU CHIPPEWA HOUSING AUTHORITY**

#### **ARTICLE 1 OFFICES**

1.01 Principal and Business Offices. The Lac du Flambeau Chippewa Housing Authority (“Authority”) may have such principal and other business offices, either within or without the reservation of the Lac du Flambeau Band of Lake Superior Chippewa Indians (“Reservation”), as the Board of Commissioners designate or as the business of the Authority may require from time to time.

1.02 Registered Office. The registered office of the Authority shall be maintained on the Reservation, but need not be identical with the principal office. The address of the registered office may be changed from time to time by the Board of Commissioners. The business office of the registered agent of the Authority shall be identical to such registered office.

#### **ARTICLE II BOARD OF COMMISSIONERS**

2.01 General Powers and Numbers. The business and affairs of the Authority shall be managed by its Board of Commissioners in accordance with Lac du Flambeau Tribal Code Chapter 90 (“Housing Authority Ordinance.” Hereinafter, “Tribal Ordinance.”). The number of Commissioners of the Authority shall be as forth in the Tribal Ordinance establishing the Authority.

2.02 Regular Meetings. Regular meetings of the Board of Commissioners shall be held not less frequently than monthly, providing notice to the public in a same or similar manner as proscribed under applicable Tribal law. The place of such regular meetings shall be the principal office of the Authority or as designated. Any regularly scheduled BOC meeting falling on a holiday will be scheduled the day before such holiday. A majority of the full Board (i.e., notwithstanding the existence of any vacancies) shall constitute a quorum for the transaction of business, but no Board action shall be taken by less than a majority of the full Board; provided, that in the event a quorum is not present at a meeting the alternate provided for in subsection (i) shall, if present, count toward a quorum and may vote on Board business.

2.03 Special Meetings. Special meetings of the Board of Commissioners may be called by or at the request of the Chair, Secretary or any two Commissioners. The Chair or

Secretary calling any special meeting of the Board of Commissioners may fix any place, either within or outside the Reservation, as the place for holding any special meetings of the Board of Commissioners. If no other place is fixed, the place of meeting shall be the principal business office of the Authority. A majority of the full Board (i.e., notwithstanding the existence of any vacancies) shall constitute a quorum for the transaction of business, but no Board action shall be taken by less than a majority of the full Board; provided, that in the event a quorum is not present at a meeting the alternate provided for in subsection (i) shall, if present, count toward a quorum and may vote on Board business.

2.04 Notice Waiver. Notice of each meeting of the Board of Commissioners (unless otherwise provided in or pursuant to Section 2.04) shall be given notice delivered personally, regular mail or given by e-mail to each Commissioner at his or her business address or at such other address as such Commissioner shall have designated in writing filed with the Secretary, in each case not less than 48 hours prior thereto if notice is given by mail or 24 hours if notice is given by e-mail, facsimile, personal delivery or telephone call. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by facsimile, notice is deemed given when receipt is electronically confirmed. Whenever any notice whatever is required to be given to any Commissioner under the Tribal Ordinance or bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by the Commissioner entitled to such notice, shall be deemed equivalent to the giving of such notice.

2.05 Waiver of Notice. The attendance of a Commissioner at a meeting shall constitute a waiver of notice of such meeting, except where a Commissioner attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of the Commissioners need be specified in the notice or waiver of notice of such meeting.

2.06 Quorum. A majority of the sitting BOC, not counting any vacancies, constitutes a quorum for the transaction of any duly called meeting of the BOC. Commissioners set forth in the Tribal Ordinance shall constitute a quorum for the transaction of business at any meetings of the Board of Commissioners. A majority of the Commissioners present (though less than such quorum) may adjourn the meeting from time to time without further notice.

2.07 Manner of Acting. The act of the majority of the Commissioners present at a duly held meeting at which a quorum is present shall be the act of the Board of Commissioners, unless the act of a greater number is required by the Tribal Ordinance or these bylaws.

2.08 Conduct of Meetings. The Chairman or in his or her absence, the Vice Chairman or in his or her absence, the Treasurer shall call meetings of the Board of Commissioners to order and shall chair of the meeting. The Board of Commissioners may appoint any Commissioner or other person present to act as recording secretary of the meeting.

2.09 Presumption of Assent. A Commissioner of the Authority who is present at a duly held meeting of the BOC at which action on any matter is taken, shall be presumed to have given his/her assent to the action taken. However, a Commissioner may object to any action taken by the BOC by offering his/her dissent which shall be entered in the meeting minutes. Such right to dissent shall not apply to a Commissioner who voted in favor of such action.

2.10 Committees. The Board of Commissioners may establish and delegate to one or more committees as needed. Such Committees established by the BOC shall consist of at least one Commissioner. The BOC shall issue directives to the committees and may require reports to the BOC as deemed necessary.

### **ARTICLE III OFFICERS**

3.01 Number. In accordance with the Tribal Ordinance, the principal officers of the Authority shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Commissioners, except the Chairman, who shall be appointed by the Tribal Council. Officer positions must be held by a BOC member. The council shall name one of the commissioners as chairman of the board. The Board shall elect from among it's members a Vice-Chairman, Secretary, and Treasurer of which one member may hold two positions.

3.02 Vacancies. A vacancy in the officer's position of Vice-Chairman, Treasurer, and/or Secretary shall be filled by the BOC for the unexpired portion of the officer's term.

3.03 The Chairman. The Chairman shall:

- (a) preside at all meetings of the BOC, and such other meetings of the Authority as may be designated by the BOC;
- (b) at all times have general supervision over the affairs of the BOC and such matters as naturally pertain to the Authority;
- (c) in general, perform all duties incident to the office of Chairman

and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the Board of Commissioners.

3.04 The Vice-Chairman. In the absence of the BOC Chairman, the Vice Chairman shall perform the duties of the BOC Chairman.

3.05 The Secretary. The Secretary shall:

- (a) keep complete and accurate records of the BOC meetings;
- (b) ensure that all notices are duly given in accordance with these bylaws or as required by Tribal Ordinance;
- (c) in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the Board of Commissioners.

3.06 The Treasurer. The Treasurer shall:

- (a) Provides all financial reports of all funds and securities of the Authority as needed;
- (b) insure proper safe guarding of all CHA assets, including Director and officer insurance for all CHA agents and BOC members;
- (c) in general, perform duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him or her by the Commissioners.

3.07 Executive Director. The Board shall hire an Executive Director, who shall be the principal executive officer of the Authority and shall in general supervise and control all the business and daily affairs of the Authority. The salary of the Executive Director shall be determined by the BOC. He or she shall have authority as described in the Executive Director job description, under Tribal law, and under these bylaws. He or she shall have authority to sign, execute and acknowledge, on behalf of the Authority, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Authority's regular business, or by resolution of the Board of Commissioners; and, except as otherwise provided by the Board of Commissioners.

**ARTICLE IV  
CONTRACTS, LOANS, CHECKS AND DEPOSITS;  
SPECIAL CORPORATE ACTS**

4.01 Contracts. The Board of Commissioners may authorize any officer(s), agent(s), or other individuals acting on CHA's behalf to enter into any contract or execute or deliver any instrument in the name of, or on behalf of the CHA.

Such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages, instruments of assignment or pledge made by the Authority shall be executed in the name of the Authority by the Chairman, Executive Director or the Vice Chairman and by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer, the Secretary or Executive Director, when necessary or required, shall affix the corporate seal thereto; and then so executed no other party to such instrument or any third party shall be required to make any inquiry into the Authority of signing officer or officers.

4.01 Loans. No indebtedness for borrowed money shall be contracted on behalf of the Authority and no evidences of indebtedness shall be issued in its name unless authorized by or under the Authority of a resolution of the Board of Commissioners. Such authorization may be general or confined to specific instances.

4.02 Checks, Drafts, Etc. All checks, drafts, or other orders for the employment of money, notes or other evidences of indebtedness issued in the name of the employment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed by such officer(s), agent(s) of the Authority and in such manner as shall from time to time be determined by or under the Authority of a resolution of the Board of Commissioners.

4.03 Deposits. All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as may be selected by or under the Authority of a resolution of the BOC.

**ARTICLE V  
FISCAL YEAR**

5.01 The Fiscal year of the Authority shall begin on the first day of October.

**ARTICLE VI**

## INDEMNIFICATION

6.01 Indemnification. The Authority shall indemnify any Commissioner or Officer, or former Commissioner or officer, of the Authority against reasonable expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense of any civil, criminal or administrative action, suit or proceeding in which he or she is made a party or with which he or she is threatened by reason of being or having been or because of any act as such Commissioner or officer, within the course of his or her duties or employment, except in relation to matter as to which he or she shall be adjudged in such action, suit or proceeding to be in the performance of his or her duties. The Commissioner or officer has incurred liability due to a breach of duty to the Authority where such breach of duty constitutes:

- (a) a willful failure to deal fairly with the Authority or its members in connection with a matter in which the Commissioner or officer has a material conflict of interest;
- (b) a violation of criminal law;
- (c) a transaction from which the Commissioner or officer derived an improper personal profit or benefit;
- (d) willful misconduct; or
- (e) any other violation or Tribal law, regulation, policy, or the equivalent.

6.02 The Authority may also reimburse any Commissioner or officer for the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Commissioners not involved in the matter in controversy. In the interests of the Authority that such settlement be made and that none of the circumstances describe in Sections 6.01 (a) through (e) applies.

6.03 The rights of indemnification herein provided shall extend to the estate, executor, administrator, guardian and conservator of any deceased or former Commissioner or officer or person who himself would have been entitled to indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Commissioner or officer may be entitled under any statute, agreement or otherwise.

## **ARTICLE VII AMENDMENTS**

7.01 By Commissioners. These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Commissioners by affirmative vote of a majority of the number of Commissioners present at any meeting at which a quorum is in attendance.

7.02 Implied Amendments. Any action taken or authorized by the Board of Commissioners which would be inconsistent with the bylaws then in effect, but is taken or authorized by affirmative vote of not less than the number of Commissioners required to amend the bylaws so that the bylaws would be consistent with such action, shall be given the same effect as though the bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

These Bylaws, as amended, were approved by the CHA Board of Commissioners on July 26, 2013. They were also approved by the Lac du Flambeau Tribal Council.