

AMENDED AND RESTATED
BYLAWS OF
INTERIOR REGIONAL HOUSING AUTHORITY

ARTICLE I.
PURPOSE

The purpose for which the Interior Regional Housing Authority (“Authority”) is formed is set forth in A.S. 18.55.996, as amended.

ARTICLE II.
THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be Interior Regional Housing Authority.

Section 2. Seal of Authority. The seal of Authority shall be in the form of a circle or rectangle 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 at 828 27th Avenue, Fairbanks, Alaska 99701 or such other place in the Fairbanks North Star Borough, State of Alaska, as the Authority may from time to time designate by resolution.

ARTICLE III.
BOARD OF COMMISSIONERS

Section 1. General Power. The affairs of the Authority shall be managed by its Board of Commissioners which shall approve all policies of the Authority consistent with applicable law and regulation. The Board of Commissioners shall appoint the Chief Executive Officer (“CEO”) who shall be the chief administrator of the Authority. The Board of Commissioners shall set Authority policy to reflect the purposes for which the Authority is formed.

Section 2. Number, Tenure, and Qualifications. The Board of Commissioners shall consist of five (5) persons. Commissioners shall be elected by the Tanana Chiefs Conference, Inc. Delegation at the annual convention for a term of three (3) years. Commissioner terms shall be staggered such that two Commissioners are appointed each year, except that one Commissioner is appointed every third year. A Commissioner’s term of membership on the Board begins upon swearing in at the Authority’s annual meeting of the year in which that Commissioner is selected. A Commissioner shall hold office until his/her successor is appointed and the term of the successor has begun. A majority of the Board of Commissioners shall be a majority of the Commissioners then in office. Any vacancy of a Board member on the Board of Commissioners shall be filled by the Board of

Commissioners selecting and recommending a new Commissioner for the Tanana Chiefs Conference, Inc. Executive Board to affirm. No employee of the Authority may serve as a Commissioner on the Board of Commissioners.

Section 3. Reimbursement/ Per Diem. The Board of Commissioners may adopt reasonable policies as to per diem and reimbursement to Commissioners for authorized Authority activities to the extent that such policies do not conflict with state or federal regulations.

ARTICLE IV. MEETINGS OF BOARD OF COMMISSIONERS

Section 1. Annual and Regular Meetings. The Annual meeting of the Board of Commissioners shall be held the third week in March to coincide with the Tanana Chiefs Conference, Inc. Convention. Regular meetings shall be held by the Board of Commissioners not less frequently than each quarter. The election of the officers and the dates for each quarterly regular meeting shall be established at the Annual meeting. Regular meetings shall be held at the office of the Authority unless a different location is chosen by the Board. Public notice of all regular meetings, including publication of a proposed agenda, shall be given seven days prior to the date of the meeting.

Section 2. Special Meetings. A special meeting of the Commissioners may be called by the Chairperson of the Board of Commissioners, a majority of the Board of Commissioners, or the Chief Executive Officer (“CEO”) upon ten days’ written notice to each of the Commissioners, or upon notice by electronic means, personal messenger, or comparable person-to-person communication given at least twenty-four (24) hours before the meeting. Notice of the time, place, and purpose of any meeting of the Commissioners may be waived as set out in Article XI. Special meetings shall be held at the office of the Authority unless a different location shall be chosen by the Board. Reasonable public notice of special meetings shall be provided. At such special meetings no business shall be considered other than as designated in the notice, and no action may be taken without the concurrence of a quorum, but if all of the members of the Board are present at a special meeting, any and all business may be transacted at such meeting.

Section 3. Quorum. A majority of the Commissioners fixed by Article III of these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Commissioners. Telephonic attendance and voting by a Commissioner shall be allowed and shall be conducted through communication channels which permit each Commissioner to communicate simultaneously with all other Commissioners. A Commissioner who attends telephonically shall be counted for quorum purposes.

Section 4. Manner of Acting. The act of the majority of the Board of Commissioners present at a regular or duly noticed special meeting at which a quorum is present shall be the act of the Board of Commissioners, unless a greater majority is required by law or by these Bylaws.

Section 5. Voting. The voting powers of the Commissioner shall be equal and each Commissioner shall be entitled to one vote upon all questions presented for action at any meeting of the Board. The voting on all questions of finance and if there is any dissention coming before the Board shall be by roll call, and yeas and nays shall be entered upon the minutes of such meetings, except in the case of elections when the vote may be by ballot. All other questions coming before the Board may be voted on “viva voce” (by the voice).

Section 6. Absenteeism. If any member of the Board of Commissioners misses three (3) consecutive meetings without justification, the Board of Commissioners who establish a quorum may vote to terminate the Commissioner.

Section 7. Conflicts of Interest. When an item comes before the Board of Commissioners in which a Commissioner or a member of a Commissioner’s immediate family has a direct personal or business interest, the affected Commissioner shall so state and shall refrain from voting and participating in the Board of Commissioner’s discussion on the matter. The Commissioner’s abstention from voting and the stated reason shall be recorded in the minutes.

A Commissioner who knowingly fails to state a conflict of interest and fails to abstain from voting shall be subject to removal from office in accordance with the provisions of Article IV of these Bylaws.

A Commissioner unsure of a conflict of interest may state his or her apparent conflict and ask for discussion and a vote on the question of the conflict by the other members of the Board of Commissioners. If the vote is unanimous, that no conflict exists, the Commissioner may participate in the discussion and vote on the matter in question.

Section 8. No Contrary Actions. Once the Board of Commissioners has voted on a particular matter or issue, a Commissioner may not take any action with respect to that matter or issue which directly conflicts with the Board’s position.

ARTICLE V. **OFFICERS**

Section 1. Officers. At its Annual meeting, the Board of Commissioners shall select a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer from among the Commissioners.

The Board of Commissioners shall have the power to appoint such other officers as the Board may deem necessary for transaction of the business of the Authority. Any two or more offices may be held by the same person except the offices of Chairperson and Secretary.

Section 2. Term of Office. Each officer shall hold office during his/her term on the Board for one (1) year or until his or her removal, resignation or death or until a successor shall have been duly appointed.

Section 3. Removal of Officers. Any officer may be removed by a majority of the Board of Commissioners whenever in the judgment of the Board the business interests of the Authority will be served thereby.

Section 4. Vacancy of an Officer. A vacancy of any officer because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Commissioners for the unexpired term of that office.

Section 5. Chairperson. The Chairperson shall preside over all meetings of the Board, and shall see that orders and resolutions of the Board are carried out.

The Chairperson shall sign, with the Secretary or any other agent of the Authority designated by the Board of Commissioners, any deed, mortgages, bonds, contracts, checks, or other instruments which the Board has authorized to be executed, except which such signing or execution is delegated by the Board or these Bylaws to some other agent(s) of the Authority, or is required by law to be executed otherwise. The Chairperson shall perform all other duties that may from time to time be directed by the Board of Commissioners.

Section 6. Vice Chairperson. The Vice Chairperson shall perform the duties and exercise the powers of the Chairperson during the absence or disability of the Chairperson, and shall perform such other duties as the Board of Commissioners may from time to time direct.

Section 7. Secretary. The Secretary, or that officer's duly authorized representative shall: (1) Attend all meetings of the Board of Commissioners, and shall preserve (or cause to be preserved) in books of the Authority true minutes of the proceedings of all such meetings; (2) see that all notices are provided in accordance with these Bylaws and as required by law; 3) be custodian of the corporate records and of the seal of the Authority and see that the seal of the Authority is affixed to all documents, the execution of which on behalf of the Authority under its seal is authorized; and (4) sign, with the Chairperson or any other agent of the Authority designated by the Board of Commissioners, any deed, mortgages, bonds, contracts, checks or other instruments which the Board of Commissioners has authorized to be executed, except in cases when the signing and execution of an instrument is delegated by the Board of Commissioners or these Bylaws to some other agent of the Authority. The Secretary shall perform such other duties as may be delegated by the Board of Commissioners.

Section 8. Treasurer. The Treasurer or that officer's duly authorized representative shall have (or take reasonable steps to assure) custody of all corporate funds and securities and shall keep (or cause to be kept) in books belonging to the Authority full and accurate accounts of receipts and disbursements.

The Treasurer shall disburse (or cause to be disbursed) the funds of the Authority as ordered by the Board of Commissioners and shall render (or cause to be rendered) accounts of all transactions and of the financial condition of the Authority. The Treasurer

shall have charge and custody of and be responsible for all monies due and payable to the Authority from any source whatsoever, and shall deposit all such monies in the name of the Authority in such banks, trust companies, or other depositories as shall be selected by the Board of Commissioners. The Treasurer shall keep accurate financial records of the Authority and shall prepare a monthly financial statement. The Treasurer will perform such other duties as the Board of Commissioners may from time to time direct.

Section 9. Chief Executive Officer (“CEO”). The Board of Commissioners shall appoint an Chief Executive Officer (“CEO”) who shall be responsible for the day-to-day management of the Authority and who shall hold office at the pleasure of the Board. The Board of Commissioners may delegate to the Chief Executive Officer (“CEO”) such executive powers and authority as the Board may deem appropriate to facilitate the handling and management of the Authority’s property and interests.

Section 10. Additional Personnel. The Chief Executive Officer (“CEO”) shall be responsible for the day-to-day management of the affairs of the Authority and shall be responsible for the employment of such personnel as may be deemed necessary to carry out the Authority’s power, duties, and functions. Compensation of all personnel shall be governed by pay scale and budgets approved by the Board of Commissioners.

ARTICLE VI.

EXECUTIVE AND OTHER COMMITTEES

The Board may, by resolution adopted by a majority of the Commissioners who are entitled to vote, designate three or more Commissioners to constitute an executive committee which may exercise such authority of the Board of Commissioners in the management of the Authority as the Board of Commissioners may specifically delegate to it. Such committee shall hold office at the pleasure of the Board.

Subject to law, and these Bylaws, the Board of Commissioners may appoint such other committees including, without limitation, a steering or advisory committee, as may be necessary from time to time, consisting of such number of its members and other persons and having such powers as it may designate. Such committees shall hold office at the pleasure of the Board of Commissioners.

ARTICLE VII.

EXECUTION OF INSTRUMENTS

Section 1. Checks. All checks, drafts, and orders for payment of money shall be signed in the name of the Authority and shall be countersigned by the Chairperson and Secretary or such other agent as the Board shall from time to time designate for that purpose.

Section 2. Contracts. The Board of Commissioners shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Authority. When the execution of any contract, conveyance or other instrument has been

authorized without specification of the executing officers, the Chairperson and Secretary may execute the same in the name and on behalf of the Authority or may, by specific written designation, delegate such authority to the Chief Executive Officer (“CEO”).

ARTICLE VIII.
BOOKS AND RECORDS

The Authority shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Commissioners and any committee having any of the authority of the Board of Commissioners. The Authority shall have its financial records audited annually by an independent certified public accountant.

ARTICLE IX.
BORROWING POWER

The Board of Commissioners shall have the power and authority to borrow money on behalf of the Authority whenever in the discretion of the Board the exercise of the power is required in the general interests of the Authority.

ARTICLE X.
FISCAL YEAR

The fiscal year of the Authority shall begin the first day of January of each year and end on the last day of December of each year. The Chief Executive Officer (“CEO”) shall bring to the Board of Commissioners for approval the Authority’s operating budget for the following year at the last regular meeting of the previous year.

ARTICLE XI.
WAIVER OF NOTICE

Whenever any notice is required to be given under the law or Bylaws of the Authority, a waiver in writing signed by the person entitled to notice, whether before or after the time stated in the notice, shall be deemed the equivalent of giving notice.

ARTICLE XII.
INDEMNIFICATION

The Authority may indemnify a Director, officer or employee, or former Director, officer or employee of the Corporation, or a person who has served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, to the full extent permitted by law.

ARTICLE XIII.
AMENDMENT OF BYLAWS

These Bylaws may be amended by the affirmative vote of a majority of the Commissioners entitled to vote at any regular or special meeting of the Board so long as notice appropriate to such meeting has included notice of an intent to amend these Bylaws.

ARTICLE XIV.
DISTRIBUTION OF ASSETS AT DISSOLUTION

If Interior Regional Housing Authority should be dissolved, or cease to exist, or if it should no longer be qualified under law to perform the tasks for which it was created, then the assets of Interior Regional Housing Authority shall be distributed as follows:

Section 1. To the extent that, after satisfaction of the obligations of the organization, there are remaining assets, then those assets shall be distributed according to the terms of any grant restrictions or contract obligations of the Corporation.

Section 2. If, after the distributions under Section 1, there are remaining assets, then those assets shall be conveyed to a charitable organization or organizations, organized for the same or similar purposes.

Section 3. This Article shall apply to all assets of the Corporation, whenever acquired. Specifically, these provisions apply to assets acquired both before and after the adoption of this Article.

Approved this 18th day of December, 2015, by duly authorized action of the Board of Commissioners.



Chairperson



Secretary

12-18-15

Date

12-18-15

Date