

# AMENDED BYLAWS OF THE MAINE STATE HOUSING AUTHORITY

## ARTICLE I. GENERAL

### Sec. 1.01 Name

The name of the Authority is the Maine State Housing Authority and it is referred to as “MaineHousing.”

### Sec. 1.02 Seal

The seal of MaineHousing shall be in the form of a circle and shall bear its name and the year of its organization. The Director of MaineHousing shall keep safe custody of the seal and shall have the power to affix the seal and attest the same.

### Sec. 1.03 Principal Office

The principal office of MaineHousing shall be at 353 Water Street in the City of Augusta, County of Kennebec, and State of Maine.

### Sec. 1.04 Purpose

MaineHousing was created by the Legislature and continues in existence for the purposes specified in and to exercise the powers granted by Title 30-A, Chapter 201 of the Maine Revised Statutes (the “Act”) and such other relevant statutes as the Legislature may from time to time enact.

### Sec. 1.05 Fiscal Year

The fiscal year of MaineHousing shall begin on the first day of January and end on the thirty-first day of December of the same year.

## ARTICLE II. COMMISSIONERS

### Sec. 2.01 Generally

The Commissioners of MaineHousing shall be appointed and compensated and shall serve such terms as the Act may specify. There shall be ten Commissioners of MaineHousing, eight of whom shall be appointed by the Governor subject to review by the joint standing committee of the Legislature having jurisdiction over economic development and to confirmation by the Legislature. The ninth Commissioner shall be the Treasurer of State or the Deputy Treasurer of State as the Treasurer’s designee, ex officio. The tenth Commissioner shall be the Director of MaineHousing who serves ex officio as a nonvoting member. The Governor shall appoint the Chair of the Commissioners from among the eight gubernatorial appointments.

## **Sec. 2.02 Tenure**

Each Commissioner, except the Director and the Treasurer of State, shall serve a term of four years beginning with the expiration of the term of the predecessor, if any, except that a Commissioner appointed to fill a vacancy occurring before the normal expiration of a term shall serve for the remainder of the unexpired term. Each Commissioner shall continue to hold office after the term expires until a successor is appointed.

## **Sec. 2.03 Resignation**

Any Commissioner may resign by notifying the Governor in writing of such intention and of the date upon which the resignation will become effective.

## **Sec. 2.04 Removal**

Any Commissioner may be removed from office in accordance with the provisions of the laws of the State of Maine.

## **Sec. 2.05 Compensation**

The Commissioners shall be compensated for their service to MaineHousing as provided by the laws of the State of Maine.

## **Sec. 2.06 Voting**

Each Commissioner shall have one vote upon all matters brought before them except that the Chair may vote only to break a tie and the Director may not vote.

## **Sec. 2.07 Duties**

Commissioners shall perform such duties as are specified by law and shall perform such other duties and functions as may from time to time be required by MaineHousing, or which shall arise from time to time by reason of their appointment to committees functioning within MaineHousing.

# **ARTICLE III. OFFICERS**

## **Sec. 3.01 Chair**

The Chair shall have general supervision over meetings and official activities of the Commissioners. The Chair shall preside at all meetings of the Commissioners at which he or she is

present. In the absence of the Chair, the Vice Chair or another Commissioner appointed by the Chair shall serve as temporary chair.

### **Sec. 3.02 Vice Chair**

Annually at the December meeting, from among their members, the Commissioners shall elect a Vice Chair who shall serve at the pleasure of the Commissioners for the following calendar year. The Vice Chair shall serve as the Chair of the Audit Committee.

### **Sec. 3.03 Secretary**

Annually at the December meeting, from among their members, the Commissioners shall elect a Secretary who shall serve at the pleasure of the Commissioners for the following calendar year. The Secretary shall sign the minutes of all meetings of the Commissioners, after such minutes have been approved by the Commissioners.

### **Sec. 3.04 Compensation**

Commissioners serving as officers shall receive no extra compensation for their services as officers.

### **Sec. 3.05 Vacancy**

Should the offices of the Vice Chair or the Secretary for any reason become vacant, the Commissioners shall elect a successor from among their members.

### **Sec. 3.06 Administrative**

In the event that the Director resigns, he or she shall appoint and designate from among the staff, a person who shall assume administrative control of the obligations of MaineHousing, including all powers and duties conferred upon the Director by the laws of Maine until such time as his or her successor is appointed and confirmed.

In the event of the death, absence or disability of the Director, and in the absence of the Director's written delegation of his or her powers and duties, the Deputy Director who oversees Treasury, Development, and Asset Management shall assume administrative control of MaineHousing, including all powers and duties conferred upon the Director by the laws of Maine. If such Deputy Director position is vacant, the other Deputy Director, if any, shall assume such control and if there are no Deputy Directors, the Treasurer shall assume such control.-

All delegations and appointments authorized by this Section shall cease upon the appointment and confirmation of a new Director, or when other steps shall have been taken in accordance with the laws of Maine to provide for the continued functioning of MaineHousing.

## **ARTICLE IV. MEETINGS**

### **Sec. 4.01 Place**

Meetings of the Commissioners shall be held at the principal office of MaineHousing, or at such other place as may be designated by the Chair or Director. Public notice for any meeting shall be given by publication in the state newspaper or as otherwise required by law.

### **Sec. 4.02 Regular Meetings**

Regular meetings of the Commissioners shall be held on the third Tuesday of each month except for the month of July for the purposes of transacting such business as may be brought before the meeting. The Chair may reschedule a regular meeting with the consent of a majority of the Commissioners.

### **Sec. 4.03 Special Meetings**

The Chair may, when he or she deems it necessary, or upon the written request of any two Commissioners specifying the business to be transacted, call a special meeting of the Commissioners for the purpose of transacting such business as may be designated in the call. At least two days prior to the date of the special meeting so called, the Chair or his or her designee shall mail or e-mail to each Commissioner at his or her business or home address a true copy of the call, or the Chair may cause the same to be delivered in hand to each Commissioner. Requirement for said written notice may be waived by unanimous affirmative vote of the Commissioners. If the business to be transacted includes an amendment to these bylaws, the section relating to such amendments, with respect to the notice provisions, shall apply.

### **Sec. 4.04 Quorum**

Following reasonable notice to each Commissioner, five Commissioners of MaineHousing constitute a quorum for the purpose of conducting its business, exercising its powers and for all other purposes, notwithstanding the existence of any vacancies. Commissioners may participate in any meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting in such manner shall constitute presence in person at such meeting.

### **Sec. 4.05 Manner of Acting**

Except with respect to any amendment to these bylaws, the act of a majority of the Commissioners present at a meeting at which a quorum is present shall be the act of the Commissioners. In the event of a tie vote, the Chair may vote.

#### **Sec. 4.06 Parliamentary Procedure**

In the event of a question of procedure, the Commissioners shall follow the principles of *Robert's Rules of Order*. The Chair, with the advice of the Chief Counsel, is the final arbiter of any procedural matter.

#### **Sec. 4.07 Public Hearings**

Public hearings shall be called by the Director or the Director's designee in accordance with the provisions of the statutes. Such public hearings shall conform to the applicable requirements of a regular or special meeting and may take place during a regular or special meeting, or separately. The Chair or his or her designee shall preside at all public hearings.

### **ARTICLE V. AMENDMENTS**

#### **Sec. 5.01 Generally**

These bylaws may be amended by resolution adopted by affirmative vote of five Commissioners present at any meeting. Notice containing a description of the nature of the proposed amendment shall be mailed or e-mailed by the Chair or his or her designee to each Commissioner at his or her home or business address at least seven days in advance of the meeting. Requirement for said written notice may be waived by unanimous affirmative vote of all Commissioners.

### **ARTICLE VI. PRIMACY OF STATE AND FEDERAL LAW**

#### **Sec. 6.01 Primacy**

State law and federal law shall at all times supersede these bylaws. MaineHousing shall be able to act inconsistently with these bylaws when such action is required by such law.

#### **Sec. 6.02 Separability**

Any inconsistency of these bylaws with federal or state law, or any finding that any portion of these bylaws is inconsistent with law or is unconstitutional shall affect only that portion of the bylaws found to be illegal or unconstitutional. Any unaffected portion of these bylaws shall remain in effect until properly amended.