

BYLAWS

OF

HARRIS COUNTY HOUSING AUTHORITY

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BYLAWS
OF
HARRIS COUNTY HOUSING AUTHORITY
(the "Authority")

ARTICLE I.

OFFICES

Section 1. Offices. The principal office of the Authority shall be located at 8410 Lantern Point Drive, Houston, Texas 77054. The Authority may have such other offices, either within or without Harris County, Texas, as the Board of Commissioners (the "Board") may determine or as the affairs of the Authority may require from time to time.

ARTICLE II.

BOARD OF COMMISSIONERS

Section 1. General Powers. The affairs of the Authority shall be managed by the Board, who shall exercise all general powers conferred by the laws of the State of Texas upon Authority and shall have such additional powers and duties as are specifically provided by the Chapter 392 of the Texas Local Government Code, the resolutions of Harris County Commissioners Court establishing the Authority and by these Bylaws.

Section 2. Number. The Board shall consist of the five persons who shall be known as Commissioners.

Section 3. Appointment. Members of the Board shall be appointed by the Harris County Commissioners Court for two year terms. The terms of Commissioners shall be staggered, so that the terms of two Commissioners shall expire in one year, and the terms of three Commissioners shall expire the following year. No Commissioner may be an officer or employee of Harris County or of the Authority.

Section 4. Removal. Members of the Board may be removed only by the Harris County Commissioners Court. Harris County Commissioners Court may remove any Commissioner for inefficiency, neglect of duty or misconduct in office in accordance with Section 392.041 of the Texas Local Government Code.

Section 5. Vacancies. Any vacancy occurring in the Board shall be filled by the Harris County Commissioners Court. A Commissioner appointed to fill a vacancy shall be appointed to serve out the unexpired term of his predecessor in office.

Section 6. Compensation. Commissioners shall not receive any compensation for their services, but may be reimbursed for out-of-pocket expenses actually incurred in accordance with Authority policies.

ARTICLE III.

MEETINGS OF THE BOARD

Section 1. Annual Meetings. An annual meeting of the Board shall be held between March 1 and March 15 of each year, or on such other date as may be determined by the Board.

Section 2. Regular Meetings. Regular meetings of the Board shall be held monthly and shall be scheduled by the Chairman or the Executive Director.

Section 3. Special Meetings. Special meetings of the Board may be called by or at the request of the Chairman of the Board, a majority of the Commissioners or by the Executive Director in consultation with the Chairman or any other Commissioner.

Section 4. Emergency Meetings. Emergency meetings of the Board may be called by the Chairman of the Board or the Executive Director.

Section 5. Notice of Meetings. Notice of any regular or special meeting of the Board shall be given at least seventy-two (72) hours prior thereto by written notice delivered personally or sent by regular mail or electronic mail or facsimile transmission to each Commissioner at his address as shown by the records of the Authority. Notice of any emergency meeting of the Board shall be given at least one (1) hour prior thereto by telephone or by written notice delivered personally or sent by electronic mail or facsimile transmission to each Commissioner at his address as shown by the records of the Authority. If sent by regular mail, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by electronic mail or facsimile transmission, such notice shall be deemed delivered when the Authority receives confirmation of delivery by the electronic service of transmission. If given by telephone, notice shall be deemed given when communicated to the phone number(s) of each Commissioner. Each notice of a meeting shall state the time, date and place of the meeting and if required by law or these Bylaws, the purpose of the meeting.

Section 6. Posting. All notices of meetings shall be posted on a bulletin board at a place convenient to the public in the County Courthouse in accordance with Section 551.049 of the Texas Government Code. Notice of regular and special meetings shall be posted at least seventy-two (72) hours before the meeting. All notices applicable to emergency meetings and supplemental postings shall be posted at least two (2) hours prior to the start of the meetings in accordance with Section 551.045 of the Texas Government Code.

Section 7. Quorum. A majority of the number of Commissioners on the Board shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings and the act of a majority of the Commissioners present at any meeting at which there is a quorum present shall be the act of the Board, except as may be otherwise specifically provided by statute or by these Bylaws.

Section 8. Open Meetings. All regular and special meetings of the Board will be open to the public except when dealing with matters properly authorized to be discussed in closed session in accordance with the Texas Open Meetings Act codified at Chapter 311 of the Texas Government Code.. Electronic recording devices will be used by staff to record proceedings at all open Board meetings.

Section 9. Order of Business. At regular meetings of the Board, the following order of business may be utilized:

- (a) Call to Order and Roll Call;
- (b) Approval of minutes of prior meeting(s);
- (c) Executive Director's Report;
- (d) Discussion and Action Items;
- (e) Financial Report;
- (f) Committee Reports;
- (g) Other Business/New Business;
- (h) Executive Session, if applicable;
- (i) Public Comment;
- (j) Commissioners' Comments; and
- (k) Adjournment.

Section 10. Voting. All matters requiring action on the part of the Board shall be presented in the form of motions or resolutions. The vote on all resolutions shall be by voice vote or roll call, at the discretion of the Chairman, unless otherwise requested by a Commissioner or the Executive Director, or otherwise required by the Authority's policies and procedures. The results of each vote will be recorded.

Section 11. Minutes. Records of all action of the Board shall be set forth in the minutes of the meetings of the Board. Minutes shall be kept on file as the official record of the Board and shall be maintained by the Secretary of the Board.

ARTICLE IV.

OFFICERS

Section 1. Officers. The officers of the Authority shall consist of a Chairman of the Board, a Vice Chairman and a Secretary, appointed and elected in accordance with Section 392.037 of the Texas Local Government Code. The Secretary shall be the Authority's Executive Director.

Section 2. Term of Office. The officers of the Authority shall hold office for a term of two years and thereafter until their successors are chosen and qualify in their stead.

Section 3. Chairman. The Chairman shall preside at all meetings of the Board.

Section 4. Vice Chairman. In the absence of the Chairman, the Vice Chairman shall perform the duties of the Chairman.

Section 5. Secretary. The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep custody of the corporate records of the Authority; keep a register of the post office address of each Commissioner which shall be furnished to the Secretary by such Commissioner; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board.

Section 6. Executive Director. The Executive Director is responsible for the conduct of all business operations of the Authority, under the orders and direction of the Board. He shall have general and active management of the business of the Authority, including hiring, training, promotions, discipline and training of employees, establishing and maintaining the business organization and structure of the Authority and the conduct of the management function of the Authority.

ARTICLE V.

COMMITTEES

Section 1. Creation and Authority. The Board may by resolution designate and appoint one or more committees which, to the extent provided in said resolution, shall have and exercise such authority and perform such duties as may be assigned to the committees by the Board.

Section 2. Term of Office. Each member of a committee shall continue as such as determined by the Board in establishing the Committee.

Section 3. Chairman. The Chairman of the Board shall designate one member of each committee to serve as chairman of the committee.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VI.

FISCAL YEAR

The fiscal year of the Authority shall be April 1 to March 31.

ARTICLE VII.

INDEMNIFICATION

The Authority shall indemnify every Commissioner and officer of the Authority against, and reimburse and advance to every director and officer for, all liabilities, costs and expenses incurred in connection with such directorship or office and any actions taken or omitted in such capacity to the greatest extent permitted by applicable law.

ARTICLE VIII.

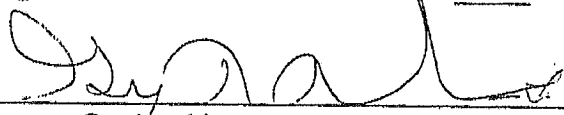
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the whole Board present at any regular meeting or at any special meeting if notice of the meeting shall include notice of the intention to alter, amend or replace or to adopt new Bylaws.

CERTIFICATE BY SECRETARY

The undersigned, being the Secretary of the Board of the Authority, hereby certifies that the foregoing Bylaws were duly adopted by the Board of Commissioners of the Authority effective on October 20, 2004.

IN WITNESS WHEREOF, I have signed this certification as of the 20 day of October, of 2004.



Guy Rankin, IV, Secretary