



## SECOND AMENDMENT TO THE BYLAWS OF HARRIS COUNTY HOUSING AUTHORITY

The Bylaws of the Harris County Housing Authority (the “Authority”) were duly adopted by its Board of Commissioners (“Board”) to be effective October 20, 2004, as amended on February 7, 2012 (the “First Amendment”). As provided therein, the Bylaws may be amended by a majority vote of the Board at any regular or special meeting.

On April 20, 2022, the Board considered this Second Amendment to the Authority’s Bylaws (“Second Amendment”). After consideration, the Board adopted this Second Amendment.

Article I of the Bylaws of the Authority is amended to replace Section 1, in its entirety, as set forth below. Article IV of the Bylaws of the Authority is hereby amended to replace Section 1 in its entirety, add the following Section 6A and replace Section 7, in its entirety, all as set forth below. Article VIII of the Bylaws of the Authority is amended to replace that paragraph, in its entirety, as set forth below.

### ARTICLE I.

#### OFFICES

Section 1. Offices. The principal office of the Authority shall be located at 1933 Hussion Street, Building 3, Houston, Texas 77003, or at such other place as determined by the Board of Commissioners (the “Board”) from time to time. The Authority may have such other offices, either within or without Harris County, Texas, as the Board may determine or as the affairs of the Authority may require from time to time.

### ARTICLE IV.

#### OFFICERS

Section 1. Officers. The officers of the Authority shall consist of a Chairman of the Board, a Vice Chairman of the Board, an Executive Director and Secretary (which offices will be held by the same individual), and a Deputy Executive Director and Assistant Secretary. The Executive Director may also be referred to as the Chief Executive Officer.

Section 6A. Deputy Director. The office of Deputy Executive Director and Assistant Secretary (together, the “Deputy Director”) is established as a single office to be held by one person who will serve for the same term and will be elected in the same manner as all other officers of the Authority. The following apply to the office of Deputy Director:

1. The Deputy Director is subordinate to and will report to the Executive Director;
2. The Deputy Director will have those duties and responsibilities the Executive Director assigns to her or him;

3. If the Executive Director and Secretary is unable or unwilling to perform his or her duties and responsibilities because of illness, unexplained disappearance, catastrophic event, impairment, resignation, removal, or death, the Deputy Director will automatically but temporarily have all the authority, power, and responsibility of the Executive Director and Secretary until either: (a) the Executive Director and Secretary is again able to and actually resumes exercising his or her authority, power, and responsibility; or (b) the Board replaces the Executive Director and Secretary as provided in these Bylaws.
4. Any third party may rely upon a written certificate signed by the Deputy Director that the Deputy Director is temporarily authorized to act and exercise the authority, power, and responsibility of the Executive Director and Secretary. Any third party receiving such a written certificate may rely upon it without inquiry into the circumstances under which the Deputy Director is entitled to act.

Section 7. Election of Officers. The officers of the Authority shall be elected by the vote of at least three members of the Board present at a regular or special meeting of the Board. The election will be held in even-numbered years before the commencement of the fiscal year that begins that year. Provided, however, if the election is delayed for any reason, the officers previously elected will continue to serve until a new election is held.

## ARTICLE VIII.

### AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the vote of at least three members of the Board present at a regular or special meeting of the Board. However, as a condition to the effectiveness of any such action, notice of the meeting must include notice of the intention to alter, amend, replace, and adopt new Bylaws.

### MISCELLANEOUS

If there is any conflict between the terms and provisions of the Bylaws and this Second Amendment, the terms and provisions of this Second Amendment will control. All other terms in the Bylaws remain unchanged and fully in effect as written therein. All capitalized terms used in this Second Amendment have the same definition and meaning as set forth in the Bylaws.

In Witness Whereof, as the Secretary of Harris County Housing Authority, I certify that the above Second Amendment to the Bylaws of the Harris County Housing Authority was duly adopted by its Board of Commissioners on April 20, 2022.

Signed: April 20, 2022

  
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Horace Allison, Secretary



**RESOLUTION NO. 22-13**

**RESOLUTION AMENDING THE BYLAWS OF THE HARRIS COUNTY HOUSING  
AUTHORITY TO CORRECT THE ADDRESS OF ITS PRINCIPAL OFFICE, ESTABLISH  
THE OFFICE OF DEPUTY EXECUTIVE DIRECTOR  
AND ASSISTANT SECRETARY AND CLARIFY THE VOTE REQUIRED  
TO ELECT OFFICERS AND AMEND THE BYLAWS**

**WHEREAS**, Article IV of the Bylaws of Harris County Housing Authority (HCHA) provides for the election of a Chairperson of the Board of Commissioners (Chairperson), a Vice Chairperson of the Board of Commissioners (Vice Chairperson), and a Secretary who also serves as HCHA’s Executive Director (together, the Executive Director); and

**WHEREAS**, §392.038 of the Local Government Code authorizes HCHA’s Board of Commissioners (Board) to employ officers in addition to those named in the Bylaws; and

**WHEREAS**, the Bylaws may be amended by a majority vote of the Board at any regular meeting or any special meeting, provided notice of the meeting includes notice of the intention to amend the Bylaws; and

**WHEREAS**, the Board has determined that it is appropriate to amend the Bylaws to update the address of its principal office and add the position of Deputy Executive Director and Assistant Secretary (together, the Deputy Director) as an officer of HCHA; and

**WHEREAS**, the Board has determined that the Deputy Director shall be subordinate to and report to the Executive Director and have those duties and responsibilities that the Executive Director assigns to her or him; and

**WHEREAS**, the Board has determined that there is a need for an orderly succession if, for any reason, the Executive Director is unable or unwilling to perform his or her duties and responsibilities because of illness, unexplained disappearance, catastrophic event, impairment, resignation, removal, or death; and


**WHEREAS**, the Board has further determined that to avoid uncertainty, it is appropriate to amend Section 7 of Article IV of the Bylaws relating to the election of officers and Article VIII of the Bylaws relating to their alteration, amendment, or repeal, or the adoption of new Bylaws.

**NOW, THEREFORE, BE IT RESOLVED** that:

1. The office of Deputy Director is established as a single office to be held by one person who will serve for the same term and will be elected in the same manner as all other HCHA officers;

2. The Deputy Director is subordinate to and will report to the Executive Director;
3. The Deputy Director will have those duties and responsibilities the Executive Director assigns to her or him;
4. If the Executive Director is unable or unwilling to perform his or her duties and responsibilities because of illness, unexplained disappearance, catastrophic event, impairment, resignation, removal, or death, the Deputy Director will automatically but temporarily have all the authority, power, and responsibility of the Executive Director and Secretary of HCHA until either: (a) the Executive Director is again able to and actually resumes exercising his or her authority, power, and responsibility; or (b) the Board replaces the Executive Director and Secretary as provided in HCHA's Bylaws; and
5. The Board hereby adopts the Second Amendment to the Bylaws of Harris County Housing Authority attached as Exhibit 1 to this resolution, which amendment corrects the address of HCHA's principal office, conforms the Bylaws to the action taken by the Board establishing the office of Deputy Director, and amends Section 7 of Article IV of the Bylaws (relating to the election of officers) and Article VIII of the Bylaws (relating to the alteration, amendment, or repeal of the Bylaws or adoption of new Bylaws).

**PASSED** by the Board of Commissioners on this 20th day of April 2022.

Chairman:  \_\_\_\_\_

Secretary:  \_\_\_\_\_