

CHICO RANCHERIA HOUSING CORPORATION

Bylaws

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**Chico Rancheria Housing Corporation
Bylaws**

1. **Authority for Bylaws: Relationship to Charter.** These Bylaws are enacted pursuant to the authority delegated to the Board of Directors of the Chico Rancheria Housing Corporation in Article VII, § g of the Housing Corporation Charter adopted on 12/4/93, as amended by the Tribal Council of the Mechoopda Indian Tribe of Chico Rancheria, California. Consistent with the Charter, these Bylaws are to implement the authority of the Board of Directors and establish procedures for the conduct of Corporation business and Board meetings. These Bylaws shall be interpreted so as to avoid conflicts with the provisions of the Charter, and in the event a conflict cannot be avoided, the provisions of the Charter shall be controlling.
2. **Principal Offices.** Consistent with the Charter, the principal place of business of the Housing Corporation shall be located in the urban area of Chico, in Butte County, California.
3. **Purposes.** Consistent with the provisions of Articles IV, V, and VI of the Charter of the Chico Rancheria Housing Corporation, which more fully set forth the purpose, attributes, powers, and duties of the Corporation and its Board of Directors, the purpose of the Corporation is to act as a not-for-profit governmental subdivision of the Mechoopda Indian Tribe of the Chico Rancheria. The corporation is organized and shall be operated exclusively to further community development activities for the benefit of tribal members, with a primary focus on the housing objectives of the Tribe. The Corporation shall act as the pivotal community and tribal government organization to advocate for, solicit funds and assistance for, and coordinate housing expansion and maintenance efforts, with an emphasis on providing a suitable living environment for all residents of Rancheria or Reservation lands. The Corporation's mission is to develop, implement, and administer projects and programs for the benefit of all tribal members of the Mechoopda Indian Tribe with a primary focus on the housing needs of the low-income families. All actions of the Corporation shall be within the scope of the purposes and authorities set forth in the Charter.
4. **Board Officers.** Consistent with Article VII of the Charter, the Tribal Council has the authority to elect and remove members of the Board of Directors, but the Board is authorized and directed to select its officers from among the Board.
 - a. **Duties.** Consistent with Article VII, § f of the Charter, the officers of the Board, and their corresponding duties, shall be as follows:

President - The President shall be the chief executive officer of the Corporation, and subject to the overriding authority of the Board, shall supervise and oversee the day-to-day business and affairs of the Corporation. The President shall chair all meetings of the Board, but may vote only when necessary to break a tie.

Vice President - The Vice-President shall assist the President when called upon to do so. In the absence of the President, he/she shall preside at meetings and when so presiding shall have all rights, privileges, duties, and responsibilities of the President. He/she shall have full voting rights of a Board member except when acting as President. The Vice-President shall co-sign all payments and disbursements. Another check signer may be appointed by the Board in the absence of the Vice-President.

Secretary - The Secretary shall record and maintain a full report of all proceedings of each meeting of the Board, shall certify official records as necessary, and shall generally perform all duties incidental thereto.

Treasurer - The Treasurer shall be responsible for maintaining and updating all financial records of the Board and of the Corporation, shall certify financial records as necessary, and shall generally perform all duties incidental thereto.

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Member At Large - The member at large shall chair any meeting in the absence of the President, and Vice-President and is entitled to full participation in the affairs and meetings of the Board, and shall vote in any matter subject to a vote, except when acting as President.

- b. **Election.** The Board shall elect the above identified officers from within its membership at the first regularly scheduled Board meeting after appointment by the Tribal Council. Once an officer is elected by the Board, such position shall be held by the officer until the term of office has expired. Intermittent vacancies, for any other reason other than term expiration, shall not cause complete re-election of all officers; vacant positions shall be the only positions eligible for election.
- c. **Removal of Officers.** The Board may remove a member from a particular office on the Board (but may not remove a member from the Board) for serious inefficiency, neglect of duty, misconduct in office, or misconduct in public. Misconduct in office includes but is not limited to any violation of the Tribe's or the Housing Corporation's Code of Business Conduct and Ethics Policy. Misconduct in public includes but is not limited to:
 - (1) any action involving the media that is not in accordance with any of the Tribe's or Housing Corporation's policies; or
 - (2) any action involving a civil lawsuit; or
 - (3) any action resulting in criminal charges

It is the responsibility of the Board Member involved in any sort of public misconduct, even any action that may appear to others to be public misconduct, to disclose such conduct to the Board. The Board shall schedule a hearing at which the Officer subject to removal from office shall have an opportunity to present witnesses and evidence and make argument on his or her behalf. Any officer subject to removal from office shall be entitled to at least ten (10) days written notice of the hearing, which notice shall set forth the specific charges against him or her. The decision of the Board regarding removal from office shall be final, and shall be promptly transmitted to the Tribal Council along with any recommendation the Board may choose to make regarding whether the Board member removed from his or her office should also be removed from membership on the Board. If the Board removes an officer from his or her office, it shall fill the vacancy created thereby from within its membership.

- d. **Vacancies.** Only the Tribal Council may fill vacancies on the Board. Should a vacancy occur as the result of resignation, death, or incapacity of a Board member, the Board shall promptly notify the Tribal Council. Resignation may be verbal or in writing, but must be formally conducted. Verbal resignation must be made during a Board meeting, quorum present, and recorded appropriately in the minutes. Written resignation must be submitted to the Board.
5. **Meetings.**
- a. **Regular Meetings.** The Board shall meet once a month at a regularly scheduled time and place. Consistent with Article VII (d) of the Charter, in order to promote the efficient conduct of regular business and to insure that meeting agendas can be completed within a reasonable amount of time, regular meetings shall be closed to the general public, but the Board shall have the discretion to open all or a portion of a regular meeting to attendance by members of the Tribe, when the subject matter under consideration so warrants and subject to rules of procedure, including but not limited to time limits for tribal members.
 - b. **Special Meetings.** Special meetings may be called by the President, and shall be called by the President at the written request of a majority of the Board. Special meetings may be requested by staff when such meetings are necessary to progress with the Corporation's

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mission. Special meetings may be open to the general membership of the Tribe if the subject matter of the meeting so warrants.

- c. **Quorum.** No action may be taken in the absence of a quorum, which shall consist of any three (3) members of the Board in accordance with Article VII e. of the Charter.
- d. **Notice of Meetings.** Notices of regular meetings will be mailed to Board members at least one (1) week in advance of the meeting date, with the agenda prepared and attached thereto. Notices of special meetings may be written or oral, provided that the type and timing of the notice is reasonably similar with respect to all Board members and serves to put the members on reasonable notice of the special meeting and the matters to be addressed.
- e. **Procedures.** All significant actions shall be taken pursuant to a vote, and a simple majority shall be sufficient to approve an action. The President, or other Board member chairing a meeting in the President's absence, shall vote only when necessary to break a tie.
- f. **Agenda Format.**

Regular Meeting Agenda. The agenda for each regular meeting shall include the following format:

1.0 CALL TO ORDER

- 1.1 ROLL CALL/ASCERTAINMENT OF A QUORUM
- 1.2 APPROVAL OF AGENDA
- 1.3 APPROVAL OF MINUTES
- 1.4 MISCELLANEOUS TO COME BEFORE THE BOARD/PUBLIC COMMENT

2.0 UNFINISHED BUSINESS

3.0 NEW BUSINESS

4.0 REPORTS

- 4.1 EXECUTIVE DIRECTOR'S REPORT
- 4.2 FINANCIAL REPORT
- 4.3 PROPERTY MANAGEMENT FINANCIAL REPORT
- 4.4 HOUSING COUNSELING REPORT

5.0 CLOSED SESSION - RESERVED FOR PERSONNEL

6.0 MISCELLANEOUS/OTHER ADDITIONAL ITEMS

7.0 SCHEDULE OF NEXT MEETING

8.0 ADJOURNMENT

Special Meeting Agenda. The agenda for a special meeting shall generally address the issue or issues for which the special meeting has been called, but may, as necessary, include items listed above for a regular meeting. The agenda for each special meeting shall generally include the following format:

1.0 CALL TO ORDER

- 1.1 ROLL CALL/ASCERTAINMENT OF A QUORUM
- 1.2 APPROVAL OF AGENDA

2.0 UNFINISHED BUSINESS

3.0 NEW BUSINESS

4.0 MISCELLANEOUS/OTHER ADDITIONAL ITEMS

5.0 SCHEDULE OF NEXT MEETING

6.0 ADJOURNMENT

- g. **Disqualification for Conflict in Interest.** Consistent with Article VII, § h of the Charter, a Board member who is a tenant or homebuyer in a housing project of the Corporation, or who is otherwise the recipient of services from a project or activity of the Corporation, may participate fully in all meetings and deliberations of the Board concerning any matter that affects all tenants, homebuyers, or recipients of Corporation services as a group, even though such matter may affect such Board member as well so long as there is no apparent conflict of interest. However, no Board member may participate in any way, including for

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purposes of establishing a quorum, in any matter before the Board (except in his or her individual capacity as a recipient of services) that involves a determination regarding his or her individual rights, obligations, or status as a tenant, homebuyer, or recipient of services from an activity or project of the Corporation. Whenever any Board member is so disqualified from participation in a matter before the Board, the minutes of the proceedings shall so state.

- h. Meeting Attendance.** The Board shall make a recommendation, to the Tribal Council, for removal of any Board member who is absent from three (3) consecutive regularly scheduled Board meetings.
- 6. Waivers of Sovereign Immunity.** Consistent with Article VI, § c of the Charter, the Corporation is vested with the Tribe's sovereign immunity from unconsented lawsuit, but the Board is authorized to take action to waive the Corporation's immunity. Whenever the Board considers the question of granting a waiver of the Corporation's immunity, it shall as a preliminary matter address whether it is possible to limit the terms of the waiver to identify specific assets or specific tribunals which shall have jurisdiction to adjudicate any lawsuit that may result. Any waiver of immunity granted by the Board shall not be effective unless it is in writing, clearly states the terms of the immunity shall be effective if it purports to apply to the Tribe, or its officers, employees, or members, or any assets thereof. If the Board grants a waiver of the Corporation's immunity, it shall promptly notify the Tribal Council in writing, so that the Council may consider its option to reject the waiver within 30 days of action by the Board to grant the waiver.
- 7. Recommendations to Tribal Council.** If the Board determines that an amendment to the Charter is necessary to facilitate the conduct of the Corporation's business, or for any other reason, it shall make a written recommendation to the Tribal Council setting forth the proposed changes and the reasons therefore. In addition, the Board may make a written recommendation to the Council that a Board member be removed from the Board, whether or not the Board has taken action to remove such member from the particular office that such member holds. Nothing in this section shall be interpreted to deprive the Board of authority to make other kinds of recommendations to the Council.
- 8. Amendments to Bylaws.** Consistent with Article VII, § g of the Charter, the Board may amend these Bylaws to the extent that such amendments are consistent with the provisions of the Charter. These Bylaws, and any amendments thereto, shall be promptly filed with the Tribal Council. Any proposed changes in these Bylaws that would necessitate an amendment to the Charter must be pursued by the Board through a recommendation to the Tribal Council.


CERTIFICATION

We the undersigned, as duly elected President and Secretary of the Board of Directors of the Chico Rancheria Housing Corporation, pursuant to the authority delegated to the Board of Directors by the Charter for the Chico Rancheria Housing corporation, do hereby certify that: the Board of Directors consist of (4) members; of which 3 were present, constituting a quorum; that the Board adopted the foregoing Bylaws by a vote of 2 in favor, 0 opposed, and 0 abstaining; and since the vote approving these Bylaws, they have not been amended, modified or altered in any way.

Certification:


Barbara Rose, President

Attest:


Jimmie A. Durant, Secretary

Dated this First day of June, 2009