



By-Laws of the Jefferson Metropolitan Housing Authority

Resolution 2025-001

ARTICLE I. THE AUTHORITY.

Section 1. Name of the Housing Authority: Jefferson Metropolitan Housing Authority

Section 2. The Seal of the Authority shall be in the form of a circle and shall bear the present name of the Authority and the year if its original organization as follows: "Jefferson Metropolitan Housing Authority - (Seal) - 1940."

Section 3. The principal office of the Authority shall be in the City of Steubenville, State of Ohio, but may have offices at such other place or places as the Authority may from time to time designated by resolution.

ARTICLE II. Objectives/Roles of the Authority

Section 1. Objectives/Roles of the Authority

The objectives of the Authority are as follows:

1. To provide quality affordable housing opportunities through the public housing, affordable housing, mixed income housing, choice housing voucher and other federally or state assisted programs.
2. To provide safe and sanitary neighborhood environment.
3. To provide access to housing opportunities free from unlawful discrimination
4. To educate public officials, County residents and local businesses and organization regarding the purpose and accomplishments of the Authority and the beneficial impact the Authority currently provides to the County, and will have on future community growth.

The Board of Commissioners, in consultation with the Executive Director shall jointly establish a long-term vision for the future of the Authority, and short-term strategies and plans of action for accomplishing the vision and addressing the needs of the future.

Section 2. PROCUREMENT.

In the procurement of property, equipment, supplies, and services by the Authority and in the disbursement of funds, the Authority shall comply with and use the laws, regulations, and procedures required by the U.S. Department of Housing and Urban Development (HUD) as well as State and local law, whichever is more stringent.

ARTICLE III. COMMISSIONERS.

Section 1. COMPOSITION.

The Authority shall have five (5) Commissioners, one (1) of which shall be a resident of the Authority. The remaining Commissioners shall be appointed as follows: Two commissioners shall be appointed by the chief executive officer of the most populous city which is encompassed by the Authority, currently the City of Steubenville; One commissioner shall be appointed by the then-serving Judge of the Probate Division of the Jefferson County Court of Common Pleas; One Commissioner shall be appointed by the Board of Commissioners of Jefferson County Ohio; and one commissioner shall be appointed by the Judges of the Jefferson County Court of Common Pleas, as those judges may decide between them. In the event these provisions conflict with the provision of R.C. 3735.27, then the provision of R.C. 3735.27 shall control.

Section 2. POWERS AND RESPONSIBILITIES.

The Board of Commissioners shall have general power to control and manage the affairs of the Authority consistent with the State of Ohio, the Authority's personnel policies, and these Bylaws. The Board of Commissioners shall also have the responsibility to provide oversight to ensure adherence of all pertinent legal and fiscal matters of the Authority.

It is the policy of the Board of Commissioners to determine matters of general policy and to delegate the execution of such general policies and administrative duties to the Executive Director and the staff of the Authority. The Board of Commissioners shall observe the Housing Authority chain of command. The Executive Director is charged with the day-to-day responsibility of operating the Authority.

The Board of Commissioners, consistent with the responsibility to establish a long-term vision for the future of the Authority and to consult with the Executive Director with respect to the implementation of Short-term strategies, shall assist the Executive Director to develop partnering arrangements with local public and private stakeholders when appropriate and consistent with the Authority's mission.

To summarize, the Board of Commissioners, acts as a unit to monitor the overall performance of the Housing Authority in order to assure 1) all contracts are executed, all purchases are made and all work is performed in accordance with Federal, State and local requirements 2) all work is done professionally, timely and within budget, and 3) customers are treated with respect.

Section 3. ELECTION.

The executive officers of the Board of Commissioners shall consist of a Chairperson, Vice-Chairperson, and a 2nd Vice-Chairperson, in order of authority. Such positions shall be elected by a simple majority vote at the Annual Meeting of the Authority from among the duly-appointed Commissioners and shall hold office for one year or until their successors are elected or qualified.

Section 4. DUTIES-HOUSING AUTHORITY CHAIRPERSON.

The Chairperson shall be a Commissioner of the Authority and qualified and willing to accept responsibilities outlined in these Bylaws, as follows:

- a. Preside at all Meetings of the Authority.
- b. Sign all resolutions of the Authority.
- c. Appoint all Standing and Ad Hoc Committees and their members and Chairs.
- d. Call Regular and Special Meetings of the Authority in accordance with these Bylaws.
- e. Work with the Executive Director to ensure that all books, reports, statements, and certificates required by law are properly kept, made and filed according to law.

- f. Enforce these Bylaws and perform all duties incidental to the position of Chairperson as is required by law.

Section 5. DUTIES-HOUSING AUTHORITY VICE-CHAIRPERSON.

The Vice-Chairperson of the Housing Authority shall be a Commissioner of the Authority and qualified and willing to accept all the responsibilities of the position as outlined in these Bylaws. In the event of the absence or inability of the Chairperson to exercise his or her office, the Vice-Chairperson of the Housing Authority shall become the Acting Chairperson of the Housing Authority's Board of Commissioners, with all the rights, privileges, and powers had the Vice-Chairperson been duly elected in accordance with these Bylaws.

Section 6. Duties- HOUSING AUTHORITY – 2ND VICE-CHAIRPERSON

The 2nd Vice-Chairperson of the Housing Authority shall be a Commissioner of the Authority and qualified and willing to accept all the responsibilities of the position as outlined in these Bylaws. In the event of the absence or inability of both the Chairperson and Vice-Chairperson to exercise their office, the 2nd Vice-Chairperson of the Housing Authority shall become the Acting Chairperson of the Housing Authority's Board of Commissioners, with all the rights, privileges, and powers had the 2nd Vice-Chairperson been duly elected in accordance with these Bylaws.

Section 7. DUTIES-SECRET ARY.

The Executive Director of the Authority shall be ex-officio Secretary of the Authority and shall keep the records of the Authority, shall act as Secretary of the meetings of the Authority and record all votes, and shall keep a record of the proceedings of the Authority in a journal of duties incident to his/her position. He or she shall keep in safe custody the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

SECTION 8. DUTIES-ADDITIONAL.

The Officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority's Bylaws or rules and regulations.

SECTION 9. CONFLICT OF INTEREST.

No Housing Authority Board member shall have right to, or interest in, the Housing Authority's property or assets. No Commissioner shall, by reason of his or her office, be entitled to receive any salary or unapproved compensation.

SECTION 10. COMMITTEES.

The only Standing Committee shall be the Executive Committee, which shall consist of the Chairperson, Vice-Chairperson, and 2nd Vice-Chairperson. The Board of Commissioners may, from time to time create Special or Ad Hoc Committees to review and make recommendations on administrative and economic practices of the Authority in collaboration with the Secretary/Executive Director. All Special Committees will report to the Board at its Regular and Special Meetings. The Board will at time ratify or revoke the action of the Special Committees. All Committees shall be limited to no more than two (2) Board of Commissioners.

SECTION 11. VACANCIES.

Should any position on the Executive Committee become vacant, or should the position of Chairperson, Vice-Chairperson, or 2nd Vice-Chairperson become vacant, the Board of Commissioners shall elect a successor from its membership at the next Regular Meeting or at a Special Meeting called for the purpose, and such election shall be for the unexpired term of said office. When the Office of the Secretary becomes vacant, the Authority shall appoint a successor in the manner prescribed in these Bylaws.

SECTION 12. TRAINING REQUIREMENTS.

All Commissioners are required to complete a comprehensive training program consisting of ethics and other required courses. Commissioners must complete their training within 18 months of appointment. The Secretary/Executive Director must complete his or her training within two years of appointment. A certificate of recognition or a certificate of completion from the training institution is required from each Commissioner in order to meet the training requirement.

ARTICLE IV. EXECUTIVE DIRECTOR.

SECTION 1. APPOINTMENT AND DUTIES.

The Executive Director shall be appointed by the Board and shall have general supervision over the administration of the business and affairs of the Authority, subject to the direction of the Board. The Executive Director shall be charged with the development and management of the housing communities of the Authority.

The Executive Director's responsibilities shall include, but not be limited to, the following:

- a. Sign all contracts, deeds, and such other instruments as may be authorized by resolution of the Authority.
- b. Assume an active role in Community leadership.
- c. Assume responsibility for strong quality management practices to include:
 1. The Authority,
 2. Staff, prospective residents (waiting list and admission-related concerns), and
 3. Residents.
- d. Carry out all duties and responsibilities and shall meet the standards as outlined by the Housing Authority's Executive Director's job description, resulting in the effective management and operation of the Housing Authority.
- e. Employ or discharge all employees of this Authority in accordance with the Personnel Policy and any other binding agreements.
- f. Implement all organizational policies as established by the Board of Commissioners.
- g. Maintain a Board approved organizational chart.
- h. Report to the Board on Authority activities at every Board meeting and provide other reports as requested. In addition, prepare an annual report to be presented to the Board of Commissioners.

SECTION 2. ADDITIONAL PERSONNEL.

The Executive Director may recommend to the Commissioners for hire additional personnel positions as he or she deems necessary. Upon approval by the Commissioners, the organizational chart shall be amended to reflect the new position.

ARTICLE V. MEETINGS.

SECTION 1. ANNUAL MEETINGS.

The Annual Meeting shall be held during the month of January at the Central Office of the Authority, or at such other place as the Chairperson may designate. In addition to the holding of Elections of Officers, the Commissioners shall review the Authority's performance and accomplishments and set goals and objectives

for the coming year.

SECTION 2. REGULAR MEETINGS.

Regular meeting shall be held on the dates and times set by the Commissioners at the Annual meeting, provided, however, that the day on which the regular monthly meeting is held may be changed by the Commissioners for any reason and further provided that such change is communicated as required by the Ohio Revised Code

SECTION 3. SPECIAL MEETINGS.

The Chairperson of the Authority may, when deemed appropriate or upon written request of three members of the Board of Commissioners or written request from the Executive Director of the Authority, call a special meeting of the Authority for the purpose of transacting any business designated in the call.

SECTION 4. EXECUTIVE SESSION MEETINGS.

The Chairperson of the Board of Commissioners shall, upon motion of any Board member, recess a Regular or Special meeting to go into executive session to discuss only those matters permitted by law. As required by law, the Board's counsel shall certify that the executive session called for meets the requirements of and is in accordance with applicable law. These meetings are not open to the public. No Minutes will be taken during the executive session and no member shall disclose the content of the discussions. The Board may make a report upon returning to the Regular or Special Meeting. No deliberation and no voting shall take place during an executive session. The Minutes of the Regular or Special meeting shall reflect the time the Board recessed and returned to the Regular or Special Meeting.

SECTION 5. QUORUM.

The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. Three (3) Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Authority upon a vote of a majority of the Commissioners present.

SECTION 6. PARLIAMENTARY AUTHORITY.

Except as otherwise stated in these Bylaws, all meetings shall follow the guidelines established by the Ohio Sunshine Law and the Roberts Rules of Order shall govern the proceedings of all meetings.

SECTION 7. ORDER OF BUSINESS.

At the Regular and Special Meetings of the Authority, Robert's Rules of Order shall be followed, unless these Bylaws specify otherwise, and the following shall be the Order of Business:

- a. Call to Order
- b. Pledge of Allegiance
- c. Roll Call
- d. Approval of Agenda
- e. Approval of the Minutes
- f. Director's Report
- g. Old Business
- h. New Business
- i. Committee Report
- j. Public Comment

k. Adjournment

SECTION 8. RESOLUTIONS.

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Authority.

SECTION 9. AMENDMENTS TO THE AGENDA.

The Agenda may be amended by a majority vote of the Board members present at a Regular or Special Meeting.

SECTION 10. MANNER OF VOTING.

The manner of voting on all questions coming before the Authority shall be by roll call, and the ayes and nays shall be entered upon the Minutes of such meetings. In the case of election for officers to the Board of Commissioners, and at such other time as may be approved upon by motion and majority vote, voting shall be by secret ballot. Where such secret ballot is utilized, the number of ayes and nays shall be entered upon the Minutes of such proceedings.

SECTION 11. NOTICE OF MEETINGS.

In addition to that provided herein, a public notice may be distributed to additional media outlets regarding Regular, Special and Annual meetings of the Board of Commissioners.

SECTION 12. BOARD MEMBER ATTENDANCE AT ANNUAL, REGULAR, AND SPECIAL MEETINGS.

In order to promote the continued successful and efficient operation of the Housing Authority, all Commissioners of the Housing Authority's Board are required to attend scheduled, Regular and Special Meetings. In those limited circumstances when a Commissioner is unable to attend in person due to illness, disability or commuter delays beyond their control, they may participate by phone or virtual. Participation by phone or virtual, however, will be limited to those instances where a minimum of two (2) Commissioners are present in person at the Regular Meeting or Special Meeting. In the event a Commissioner must participate by phone, the Commissioner shall make every effort to advise the Executive Director at least 24 hours in advance so that the necessary logistical arrangements may be made for his or her participation. Should any Commissioner of the Housing Authority have 4 or more unexcused absences during a rolling 12-month period, the Board of Commissioners must notify the appointing authority advising him or her of this fact. Unexcused absences are defined as the failure to notify Executive Director or Chairperson of their absence. The appointing authority has the discretion to remove his/her appointed Commissioner.

ARTICLE VI. ETHICS.

SECTION 1.

All Commissioners of the Housing Authority Board shall act in a professional and ethical manner in carrying out their official duties. They shall be bound by the rules and regulations and principles of the Housing Authority Code of Ethics as well as the State Ethics Law.

SECTION 2.

If the Board of the Housing Authority has evidence that any Commissioner has violated the Code of Ethics and Professional Conduct or the State Ethics Law, the Board of Commissioners in consultation with legal counsel, by resolution, will petition the appointing authority for the Commissioner's removal.

SECTION 3.

All Commissioners shall, on an annual basis at the Annual Board Meeting, pledge themselves to the

Housing Authority Code of Ethics and Professional Conduct set forth in Appendix I of these Bylaws.

SECTION 4.

The objective of the Code of Ethics is to encourage professional performance by Housing Authority Commissioners. The Code describes objectives which, when accepted and followed, will help to foster a beneficial relationship between the Commissioners and staff, as well as those they serve.

ARTICLE VI. AMENDMENTS.

SECTION 1. AMENDMENTS TO THE BYLAWS.

The Bylaws of the Authority shall be amended only with the approval of at least three (3) of the members of the Board of Commissioners at a Regular Meeting, but no such amendments shall be adopted unless notice of the amendment(s) has been submitted in writing at the previous Regular Meeting of the Authority.

SECTION 2. REPEAL.

All previous resolutions adopted by the Authority inconsistent with these Bylaws are hereby repealed. All Bylaws adopted by the Authority inconsistent with these Bylaws are hereby repealed.

ADOPTED.

These Bylaws are adopted this 2nd day of the Month of January in the Year of 2025.

**ATTACHMENT 1. HOUSING AUTHORITY CODE OF ETHICAL AND
PROFESSIONAL CONDUCT STANDARDS.**

ATTACHMENT 1.
HOUSING AUTHORITY CODE OF CONDUCT AND ETHICAL STANDARDS.

SECTION 1. HOUSING AUTHORITY CODE OF CONDUCT.

A Commissioner shall be bound by the following pledge:

- I pledge myself to professional conduct on the Board through my efforts and through the mutual efforts of my colleagues and by all other proper means available.
- I pledge to view my service on the Board of the Housing Authority as an opportunity to serve my community, the State of Ohio, and my nation because I support the objectives of providing a decent, safe, and sanitary home and a suitable living environment for every American family.
- I pledge my responsibilities are to serve in this capacity as a Government official, a community leader, and an advocate for the Authority, its programs, and its objectives.
- I pledge myself to seek and maintain an equitable, honorable, and cooperative association with fellow public housing officials and all others who are concerned with the proper and professional management of public housing developments.
- I pledge to try to make decisions in terms of the most economical and efficient method toward the best interests of all citizens, particularly those of low- and moderate-income. Decisions will provide an equal opportunity to all citizens, regardless of race, creed, sex, nationality, place of birth or age.
- I will recognize that my responsibility is not to make the day-to-day management decisions of the Authority, but to see that the Housing Authority is well run by carrying out policy making, planning, and appraisal functions, and by providing direction and taking formal action in support of these functions.
- I pledge to refuse to represent special interests or partisan politics or to use this Board for personal gain or for the gain of friends or supporters. I recognize that although I have been appointed by an elected official, my responsibility is to the entire community.
- I pledge that I shall not receive, directly or indirectly, any fee, rebate, commission, discount, gratuity, or any other benefit, whether monetary or otherwise, for the proper professional discharge of my duties, except authorized expenses and other benefits.
- I will arrive at conclusions only after I have discussed matters fully with members of the professional staff and other Board members. Once a decision has been reached by the majority of the Board assembled at a meeting, I will support it graciously.
- I will recognize that the Housing Authority is vested with the whole Board assembled in meetings and that the powers of the Board shall be vested with the Board thereof in office at any time.
- I pledge to support and to protect authority personnel in the performance of their duties. Where and when Commissioners are involved in the employment of staff, I will vote to hire only competent and trained personnel who have been recommended by the Executive Director, otherwise I will support the Executive Director in the hiring and the handling of personnel matters without inappropriate involvement by the Board.

- I pledge to refer all complaints, including my personal criticisms, to the Executive Director, and only after the failure of administrative solution, will pursue such matters outside the Board while also recognizing the individual rights of a Commissioner as a citizen appointee and the responsibilities such appointment implies.
- I pledge to observe and enforce local and Federal laws and regulations, these Bylaws and all other pertinent rules and regulations pertaining to the Board and the Authority and housing represented by those entities.
- I pledge to respect the limited intent and scope of executive session and respect privilege d communications from executive session and other sources for the privacy of the personnel and clients with whom we are involved.
- I pledge myself to place honesty, integrity, industriousness, compassion, and understanding above all else; to pursue my gainful efforts by study and dedication to the service to the Housing Authority and the people I serve shall always be maintained at the highest possible level.
- I pledge to make diligent use of the time of the Board as a whole and to faithfully attend all meetings barring unforeseen conflicts, in which case I shall promptly notify the Chairperson or designee while respecting the rights and commitments of other Commissioners and the Housing Authority the Board represents.
- I pledge myself to comply with the rules and regulations and principals of this Code of Ethics and Professional Conduct, and I pledge myself to comply with all training and professional development requirements to retain my eligibility to be a Board member of the Authority.

SECTION 2. ETHICAL STANDARDS.

All Board of Commissioners and Housing Authority staff shall be bound by the following Ethical Standards:

(a) The U.S. Department and Urban Development (HUD).

1. Public Housing Annual Contributions Contract (ACC):

- a. In addition to any other applicable conflict of interest requirements, neither the Housing Authority nor any of its contractors or their subcontractors may enter into any contract, subcontract, or arrangement in connection with a project under this ACC in which any of the following classes of people that the Housing Authority has an interest, direct or indirect, during his or her tenure or for one year thereafter:
 - i. Any present or former member or officer of the governing body of the Housing Authority, or any member of the officer's immediate family. There shall be excepted from this prohibition any present or former tenant Commissioner who does not serve on the governing body of a resident corporation, and who otherwise does not occupy a policymaking position with the resident corporation, the Housing Authority, or a business entity.
 - ii. Any employee of the Housing Authority who formulates policy or who influences decisions with respect to the project(s), or any member of the employee's immediate family, or the employee's partner.
 - iii. Any public official, member of the local governing body, or State or local legislator, or any member of such individuals' immediate family, who exercises functions or responsibilities with respect to the project(s) or the Housing Authority.

- b. Any member of these classes of persons must disclose the member's interest or prospective interest to the Housing Authority and HUD.
- c. The requirements of this may be waived by HUD for good cause, if permitted under State and local law. No person for whom a waiver is requested may exercise responsibilities or functions with respect to the contract to which the waiver pertains.
- d. The provisions of this subsection shall not apply to the General Depository Agreement entered into with an institution regulated by a Federal agency, or to utility service for which the rates are fixed or controlled by a State or local agency.
- e. Nothing in this section shall prohibit a tenant of the Housing Authority from serving on the governing body of the Housing Authority.
- f. The Housing Authority may not hire an employee in connection with a project under this ACC if the prospective employee is an immediate family member of any person belonging to one of the following classes:
 - i. Any present or former member or officer of the governing body of the Housing Authority. There shall be excepted from this prohibition any former tenant Commissioner who does not serve on the governing body of a resident corporation, and who otherwise does not occupy a policymaking position with the Housing Authority.
 - ii. Any employee of the Housing Authority who formulates policy or who influences decisions with respect to the project(s).
 - iii. Any public official, member of the local governing body, or State or local legislator, who exercises functions or responsibilities with respect to the project(s) or the Housing Authority.
- g. The prohibition shall remain in effect throughout the class member's tenure and for one year thereafter.
- h. The class member shall disclose to the Housing Authority and HUD the member's familial relationship to the prospective employee.
- i. The requirements of this subsection may be waived by the Housing Authority Board of Commissioners for good cause, provided that such waiver is permitted by State and local law.
- J. For purposes of this section, the term "immediate family member" means the spouse, mother, father, brother, sister, or child of a covered class member (whether related as a full blood relative or as a "half" or "step" relative, e.g., a half-brother or stepchild).

(b) State Conflict of Interest. The Housing Authority and its Board will comply with all State and local Conflict of Interest and Ethics laws.

i. Uniform Administrative Requirements for State and Local Governments (2 CFR 200):

- a. Conflicts of Interest. The Housing Authority, including the Board of Commissioners, must disclose in writing any potential conflict of interest in violation of (a). I., above, to HUD.
- b. Mandatory Disclosures. The Authority must disclose, in a timely manner, in writing to HUD all violations of Federal criminal law involving fraud, bribery, or gratuity violations potentially affecting the grants from HUD. Failure to make the required disclosure can result in remedies described at 2 CFR 200.338.