

**BYLAWS OF THE
COMMUNITY DEVELOPMENT AUTHORITY OF THE CITY OF MADISON**

Adopted June 29, 1979
Amended July 30, 1981
Amended January 27, 1983
Amended December 16, 1993
Amended July 13, 2000
Amended November 11, 2004
Amended February 8, 2007
Amended November 19, 2009
Amended October 11, 2012
Amended September 14, 2014
Amended _____, 2018

ARTICLE I – THE AUTHORITY

Section 1 – Name of Authority. The name of the Authority shall be “Community Development Authority of the City of Madison.”

Section 2 – Seal of Authority. The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority.

Section 3 – Offices of the Authority. The principal offices of the Authority shall be at the Madison Municipal Building, Madison, Wisconsin 53710. In addition, the Authority may from time-to-time have offices at such other place or places as it deems necessary. The location of the Authority’s principal offices may be changed by appropriate resolution of the Authority.

ARTICLE II – OFFICERS

Section 1 – Officers. The officers of the Authority shall be a Chair, a Vice Chair, and a Secretary (who shall be Executive Director) who shall be elected or appointed as hereinafter set forth.

Section 2 – Chair. The Chair shall preside at all meetings of the Authority. The Chair and Executive Director are authorized to execute on behalf of the Authority all contracts, deeds, notes, and other forms of obligations or instruments when duly authorized by the Commissioners of the Authority to do so. At each meeting the Chair shall submit such recommendations and information as the Chair may consider proper concerning the business, affairs, and policies of the Authority.

Section 3 – Vice Chair. The Vice Chair shall perform the duties of the Chair as Acting Chair in the absence or incapacity of the Chair; and in case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair as Acting Chair until such time as the Authority shall appoint a new Chair.

Section 4 – Secretary. The Secretary 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 proceedings to be kept for such purpose, and shall perform all duties incident to the office. The Secretary 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.

The Secretary shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Authority may select. All orders and checks for the payment of money shall be paid out and disbursed in accordance with City Finance Department processes and procedures. The Secretary shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority, at least quarterly (or oftener when requested), an account of the Authority's transactions and also of the financial conditions of the Authority. The Secretary shall give such bond for the faithful performance of the Secretary's duties as the Authority may determine.

Section 5 – Executive Director. The Executive Director shall serve as Secretary to the Authority and shall be the chief administrative officer of the Authority and shall direct, manage, and supervise the Authority's administrative operation and technical activities in accordance with and subject to the direction of the Authority.

Section 6 – Deputy Executive Director. The Deputy Executive Director shall serve as the Deputy Secretary to the Authority and shall perform the duties of the Executive Director and Secretary as Acting Executive Director and Acting Secretary in the Executive Director's absence or incapacity. In the case of the death or resignation of the Executive Director, the Deputy Executive Director shall perform such duties as are imposed on the Executive Director and Secretary as Acting Executive Director and Acting Secretary until such time as the Authority shall appoint a new Executive Director.

Section 7 – Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time-to-time be required by the Authority or by the bylaws or rules and regulations of the Authority.

Section 8 – Election or Appointment. The Chair and Vice Chair shall be elected from among the commissioners of the Authority immediately following adoption of these bylaws and thereafter at the first regular or special meeting of the Authority held in the month of June in each calendar year and shall hold office until the next succeeding First Day of June, or until their successors are elected and qualified.

The Executive Director and Deputy Executive Director shall be appointed by the Authority. Any persons appointed to fill the office of Executive Director or Deputy Executive Director, or any vacancy therein, shall have such term as the Authority fixes, but no commissioners of the Authority shall be eligible to this office except as a temporary appointee.

Section 9 – Vacancies. Should the offices of Chair or Vice Chair become vacant, the Authority shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office. When the office of Secretary becomes vacant, the Authority shall appoint a successor, as aforesaid.

ARTICLE III – MEETINGS

Section 1 – Regular Meetings. Regular meetings shall be held by the Authority at least monthly and at a regular time set by the Authority by Resolution. When the regular meeting falls on a

legal holiday, a special meeting may be called in lieu of the regular meeting. All regular and special meetings of the Authority shall be held in the Madison Municipal Building, or in such other public place as the Authority deems appropriate and is physically accessible to persons with disabilities. All regular and special meetings, hearings, records, and accounts of the Authority shall be open to the public and in compliance with Section 3.17(7) of the Madison General Ordinances.

Section 2 – Special Meetings. The Chair of the Authority may call a special meeting, when he/she deems it expedient. Upon the request of two members of the Authority, the Chair shall call a special meeting of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Authority or may be mailed to the business or home address of each member of the Authority at least two days prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the call.

Section 3 – Order of Business – Agenda. The Secretary shall prepare an agenda for each meeting. The order of business shall generally be as follows:

- I. ROLL CALL – (RECOGNITION OF GUESTS OPTIONAL)
- II. APPROVAL OF MINUTES
- III. COMMUNICATIONS AND PUBLIC APPEARANCES
- IV. ROUTINE BUSINESS
- V. DETAILED BUSINESS
- VI. BUSINESS BY THE COMMISSIONERS
- VII. SECRETARY’S REPORT

Section 4 – Motions. The name of the maker of the motion and the second to the motion shall be duly recorded in the minutes of the meeting.

Section 5 – Voting. The voting on all questions coming before the Authority shall be by voice unless a roll call vote is requested by a member of the Authority.

Section 6 – Parliamentary Procedure. The parliamentary procedure in Authority meetings shall be governed by Roberts Rules of Order.

ARTICLE IV – SUBCOMMITTEES

Section 1 – Standing Subcommittees. The standing subcommittees shall make recommendations to the Authority on matters referred to the subcommittees by the Authority, and may exercise such powers as delegated by the Authority. The standing subcommittees of the Authority shall consist of the following:

a. Finance Subcommittee. The Finance Subcommittee’s duties shall pertain to the financial condition of the CDA and the properties it owns and operates. It shall meet at least quarterly to review the financial condition of the CDA, and as needed to review the annual audit, operating and capital budgets. Otherwise, the Finance Subcommittee shall meet at the direction of the Authority. The Finance Subcommittee shall consist of three members, at least two of whom are CDA commissioners.

b. Executive Advisory Subcommittee. The Executive Advisory Subcommittee's duties shall pertain to organizational and leadership activities of the Authority and other items referred to it by the Authority. The Executive Advisory Subcommittee shall consist of the Chair and Vice Chair of the Authority.

c. Resident Advisory Board. The Resident Advisory Board's duties shall pertain to the review of the Housing Authority's annual plan, and any other duties as required under Housing and Urban Development ("HUD") regulations under 24 CFR Chapter 9 (as the same may be amended from time to time). Composition of the Resident Advisory Board shall be set by the Authority but must comply with HUD Regulations. The Resident Advisory Board shall meet at least quarterly upon notice to the CDA Board members.

Section 2 – Appointments. Appointments to the Finance Subcommittee shall be made by the Chair of the Authority at the regular or special meeting of the Authority held in the month of June in each calendar year, and thereafter as the need arises. The Chair of the Authority shall designate the Chair of the Subcommittees at the time of appointment. Subcommittee members shall hold office until the next succeeding first day of June, or until their successors are appointed.

Section 3 – Other Subcommittees. The Authority may establish other subcommittees as may be required from time-to-time. Appointments to additional subcommittees shall be made by the Chair of the Authority and shall have such term of office as the Authority fixes.

ARTICLE V – AMENDMENTS

Section 1 – Amendments to Bylaws. The bylaws of the Authority may be amended after an amendment has been introduced at any regular meeting or special meeting and referred to the next regular or special meeting. Adoption of an amendment shall be by two-thirds vote of the members of the Authority.

ARTICLE VI – MISCELLANEOUS

Section 1 – Suspension of Rules. The Authority by unanimous vote may suspend any of its rules or bylaws except as otherwise provided under Section 3.17 of the Madison General Ordinances or other applicable State or local law.