AFFIRMATION OF BYLAWS

BE IT RESOLVED by the Dayton Metropolitan Housing Authority dba Greater Dayton Premier Management:

SECTION I. The BYLAWS adopted by Resolution No. 1 on May 27, 1938, and as amended, are hereby affirmed in their entirety as follows:

BYLAWS OF THE

DAYTON METROPOLITAN HOUSING AUTHORITY
DBA
GREATER DAYTON PREMIER MANAGEMENT

ARTICLE I

THE AUTHORITY

Section 1 – Name of Authority. The name of the Authority shall be "Dayton Metropolitan Housing Authority dba Greater Dayton Premier Management".

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 and the year of its organization.

Section 3 – Office of Authority. The offices of the Authority shall be at 400 Wayne Avenue, in the City of Dayton, Ohio, but the Authority may have offices at such other place or places as the Authority may from time to time designate by Resolution.

ARTICLE II

OFFICERS

Section 1 – Officers. The Officers of the Authority shall be a Chairperson (or Chairman) and a Vice-Chairperson (or Vice-Chairman).

Section 2 – Chairperson. The Chairperson shall preside at all meetings of the Authority. The Chairperson shall have authority to sign all contracts, deeds, and other instruments made by or relating to the Authority. At each meeting the Chairperson shall submit such recommendations and information as he or she may consider proper concerning the business, affairs, and policies of the Authority.

Section 3 – Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson, including authority to sign contracts, deeds, and other instruments; and in case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson, until such time as the Commissioners shall appoint a new Chairperson.

Section 4 – Chief Executive Officer. The Chief Executive Officer of the Authority shall have general supervision over the administration of the business and affairs of the authority, subject to the direction of the Authority. He or she shall be charged with the management of the housing developments of the Authority. The Chief Executive Officer shall also have authority to sign all contracts, deeds, and other instruments made by or relating to the Authority.

The Chief Executive Officer shall have the care and custody of all funds of the Authority and shall deposit, or have deposited the same, in the name of the Authority in such bank or banks as the Authority may select. All disbursements of funds shall be made at the direction and in the manner as may be prescribed from time to time by the Authority. The Chief Executive Officer shall keep regular books of accounts showing receipts and expenditures

and shall render to the Authority, at each regular meeting (or more often when requested), an account of his or her transactions and also of the financial condition of the Authority. He or she shall give such bond for the faithful performance of his or her duties as the Authority may determine. The compensation of the Chief Executive Officer shall be determined by the Authority, provided that a temporary appointee selected from among the Commissioners of the Authority shall serve without compensation (other than the payment of necessary expenses).

Section 5 – Secretary. The Chief Executive Officer 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, 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 his or 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 6 – Additional Duties. The Officers of the Authority and the Chief Executive Officer shall perform such other duties and functions as may from time to time be required by statute, by the Authority or the Bylaws or rules and regulations of the Authority.

Section 7 – Election or Appointment. The Chairperson and Vice-Chairperson shall be elected at the Annual Meeting of the Authority from among the Commissioners of the Authority. The terms of office shall be the two consecutive years and shall begin on the first of August and shall end at the Annual Meeting two years hence. If the Chairperson must leave office for any reason, the Vice-Chairperson shall serve the remainder of the Chairperson's term as Chairperson pro tem until the next Annual Meeting at which time the Chairperson's position shall be filled by election. Neither the Chairperson nor Vice-Chairperson may serve more than two consecutive terms, but they may hold both offices successively.

The Chief Executive Officer shall be appointed by the Authority. Any person appointed to fill the position of Chief Executive Officer, or any vacancy therein, shall have such term as the Authority fixes, but no Commissioner of the Authority shall be eligible to this office.

Section 8 – Vacancies. Should the office of Chairperson become vacant, the Vice-Chairperson shall serve the remainder of the Chairperson's term as Chairperson pro tem until the next Annual Meeting at which time the Chairperson's position shall be filled by election. Should the office of Vice-Chairperson 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 position of Chief Executive Officer becomes vacant, the Commissioners shall appoint a successor.

Section 9 – Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties, and functions as prescribed by the Ohio Revised Code and all other laws of the State of Ohio applicable thereto. The selection and compensation of such personnel, including the Chief Executive Officer, shall be determined by the Authority subject to the laws of the State of Ohio.

Section 10 – Interest in projects, contracts, etc. No Commissioner or employee of Dayton Metropolitan Housing Authority shall have any interest, directly or indirectly, in any contract for property, materials or services to be acquired by the housing authority.

Section 11 – Indemnification. Commissioners, officers, employees, and agents shall be defended and indemnified as provided in Section 2744.07 of the Ohio Revised Code, so long as they were acting both in good faith and not manifestly outside the scope of their employment or official responsibilities.

ARTICLE III

BOARD OF HOUSING COMMISSIONERS' RESPONSIBILITIES

Section 1 – Board of Housing Commissioners' Responsibilities. The Board of Housing Commissioners' responsibilities include the establishment of policies, such as: bylaws; selection, evaluation, termination of a chief executive officer; personnel policy; procurement policy; capitalization policy; disposition policy; admissions and occupancy policy; financial standards policy; community relations, and policy setting and review.

Section 2 – Other Responsibilities. The Board of Housing Commissioners is also integrally involved in the agency's strategic planning; annual budget approval, and may also establish committees, as appropriate, related to policy development and strategic planning.

ARTICLE IV

MEETINGS

Section 1 – Annual Meeting. The Annual Meeting of the Authority shall be held for the election of officers and the transaction of such other business as may come before it on such day and at such time in the month of July or August as shall be designated by the Chairperson or, in the absence of the Chairperson, by the Vice-Chairperson, or, in the absence of both the foregoing, by the Secretary.

Section 2 – Regular Meetings. Regular Meetings shall be held on the third Wednesday of each month, unless the majority of the Commissioners present, either in person, or by telecommunication, at a regular meeting for good cause vote to change an upcoming meeting date. The time of commencement of regular meetings shall be 1:30 p.m. The location for regular meetings shall be established as 400 Wayne Avenue, Dayton, Ohio 45410, but may be changed as the Commissioners see fit.

Section 3 – Special Meetings. The Chairperson of the Authority may, when he or she deems it expedient, and shall, upon the written request of two Commissioners of the Authority, call a special meeting of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting shall be delivered to each Commissioner of the Authority or shall be mailed to the business or home address of each Commissioner of the Authority including email, phone call or fax at least 24 hours prior to the date of such special meeting. At such special meeting no business shall be considered other than as designated in the call, but if all of the Commissioners of the Authority are present, either in person, or by telecommunication, at a special meeting any and all business may be transacted at such special meeting.

Section 4 – Executive Session. All executive sessions shall be called, held and recorded in the manner set forth in Section 121.22 of the Ohio Revised Code. Subjects for executive session include, but may not be limited to: personnel, real estate, pending litigation, and collective bargaining unit matters.

Section 5 – Quorum. At all meetings of the Authority, a majority of the Commissioners of the Authority shall constitute a quorum for the purpose of transacting business, but a smaller number may meet and adjourn to some other time or until a quorum is obtained provided that notice of adjournment by less than a majority shall be given to absent Commissioners in the same manner as notice of a special meeting.

Section 6 – Manner of Voting. The voting on all questions coming before the Authority shall be; the yeas and nays shall be entered upon the Minutes of such meeting. Each and every member of the Board of Housing Commissioners, including the Chairperson, and Vice-Chairperson, shall have an equal right to vote on any issue that comes before the Board.

ARTICLE V

AMENDMENTS

Section 1 – Amendments to Bylaws. The Bylaws of the Authority shall be amended only with the approval of a majority vote of the Commissioners of the Authority at a regular or special meeting, but no such amendment shall be adopted unless at least three days written notice thereof has been previously given to all of the Commissioners of the Authority.

Section 2 – Any and all orders, motions, resolutions or regulations heretofore passed and adopted in conflict herewith are hereby expressly repealed.