

BARANOF ISLAND HOUSING AUTHORITY

BYLAWS

TABLE OF CONTENTS

ARTICLE I. ORGANIZATION	4
Section 1 – Name	4
Section 2 – Seal of Authority	4
Section 3 – Office of Authority	4
Section 4 – Registered Office	4
ARTICLE II. BOARD OF COMMISSIONERS	4
Section 1 – Commissioner Appointments	4
Section 2 – Vacancy	4
Section 3 – Oath of Office	4
Section 4 – Terms of Office	4
Section 5 – Powers	5
Section 6 – Matters in Which a Commissioner has an Interest	5
ARTICLE III. OFFICERS	5
Section 1 – Officers	5
Section 2 – Chair	5
Section 3 – Vice Chair	5
Section 4 – Secretary	6
Section 5 – Treasurer	6
Section 6 – Executive Director	6
Section 7 – Additional Duties	7
Section 8 – Election or Appointment	7
Section 9 – Vacancies	7
Section 10 – Additional Personnel	7
ARTICLE IV. INDEMNIFICATION OF OFFICERS, COMMISSIONERS AND EMPLOYEES	7
Section 1 – Indemnification	7
Section 2 – Demand for Indemnification	7
Section 3 – Insurance	8
Section 4 – Scope	8
Section 5 – Relationship to other Indemnification Rights and Standards	8
Section 6 – Definitions	8
ARTICLE V. MEETINGS	9
Section 1 – Annual Meeting	9
Section 2 – Regular Meetings	9
Section 3 – Special Meetings	9
Section 4 – Conference Call Meeting	10
Section 5 – Decisions Without Meeting	10
Section 6 – Quorum	10

Section 7 – Order of Business	10
Section 8 – Manner of Voting	10
Section 9 – Presumption of Assent	11
Section 10 – Special Session	11
ARTICLE VI. CODE OF CONDUCT	11
Section 1 – The Duty of Loyalty	11
Section 2 – Due Care	12
Section 3 – Enforcement and Disciplinary Procedures	12
ARTICLE VII – CONTRACTS, LOANS, CHECKS, AND DEPOSITS	14
Section 1 – Contracts and Loans	14
Section 2 – Checks, Drafts, Etc.	14
Section 3 – Deposits	14
ARTICLE VIII – WAIVER OF NOTICE	14
ARTICLE IX. AMENDMENTS	14
Section 1 – Amendments to Bylaws	14
CERTIFICATION	15

ARTICLE I. ORGANIZATION

Section 1 – Name. The name of the organization shall be “Baranof Island Housing Authority” (hereinafter referenced as “BIHA”).

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

Section 3 – Office of Authority. The office of BIHA shall be at such place in Sitka, Alaska as BIHA may from time to time designate by resolution.

Section 4 – Registered Office. The registered office of BIHA shall be within the State of Alaska and may be, but need not be identical with the office of BIHA.

ARTICLE II. BOARD OF COMMISSIONERS

Section 1 – Commissioner Appointments. The members of the Board of Commissioners and the Chairperson of the Board of Commissioners are appointed by Sitka Tribe of Alaska Tribal Council (hereinafter referenced as “Council”). Baranof Island Housing Authority’s Board of Commissioners shall make recommendations to the Council regarding all appointments including appointments to fill vacancies.

Section 2 – Vacancy. Should there become a vacancy due to incapacitation due to health, death or resignation the Board of Commissioners shall make a recommendation to the Council regarding appoint of a new member to serve the unexpired term of the previous Commissioner.

Section 3 – Oath of Office. Each Commissioner must take the Oath of Office before serving.

Section 4 – Terms of Office. Commissioners’ terms of office shall be three (3) years and staggered, with a year beginning October 1st and ending September 30th. A term of office shall be defined as services for three (3) consecutive years. Each member of the Board shall hold office until his successor is appointed.

Section 5 – Powers. Powers that the Board of Commissioners (hereinafter referenced as “Board”) shall exercise shall be consistent with HUD regulations, requirements and laws and Alaska State Statutes.

Section 6 – Matters in Which a Commissioner has an Interest.

(1) (a) A Commissioner may not vote upon, or take part in deliberations concerning matters: (i) involving litigation in which that Commissioner is a party, or is a director, officer, employee, shareholder or interest holder in a party, adverse to BIHA; or (ii) in which the Commissioner has a financial or personal interest. Any such interest shall be

immediately disclosed to the Board. As used in this subsection: (i) "financial interest" means an interest held by the affected Board member which is an ownership, income, investment, security, employment or other beneficial interest in a business, government or organization with which BIHA is dealing or proposes to deal, but does not include participation in a BIHA program; and (ii) "personal interest" means any situation in which the affected Board member is in a position to exploit his or her Board position for personal benefit. A prohibited personal conflict of interest occurs whenever a Board member places his or her personal cultural, tribal or clan interest ahead of the interest of BIHA, or places his or her interest in any organization, government body, employer or board above the interests of BIHA.

(b) If an interested Commissioner is disqualified from voting, then the disqualified Commissioner is counted in determining whether a quorum is present; however, pursuant to Article V, Section 4 of these bylaws, an affirmative vote of three commissioners is still required to take action on the matter.

(c) In addition to the circumstances described in (a) of this section, a Commissioner has an "interest" in a matter if:

- (1) the matter involves a contract or transaction with the Commissioner;
- (2) the matter involves a contract or transaction with an entity of which the Commissioner is an officer, director, employee, shareholder, partner, joint venture investor, or other interest holder; or
- (3) the Commissioner would receive a direct and substantial economic benefit from BIHA's disposition of the matter, other than a benefit derived from the Commissioner's status as a participant in a BIHA program, resident of the affected community, or member of the public.

ARTICLE III. OFFICERS

Section 1 – Officers. The officers of BIHA shall be a Chair, a Vice Chair, a Secretary and a Treasurer. At the vote of the Board, the Secretary and Treasurer may be held by the same person.

Section 2 – Chair. The Chairperson appointed by Sitka Tribe of Alaska Tribal Council shall serve as Chair. The Chair shall preside at all meetings of the Board of Commissioners. Except as otherwise authorized by resolution of the Board, the Chair shall sign all documents where the Chair's signature is required by law or regulation. At each meeting, the Chair shall submit such recommendations and information as he may consider proper concerning the business affairs and policies of BIHA.

Section 3 – Vice Chair. The Vice Chair shall perform the duties of the 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 the Chair's duties until such time as a new Chair is appointed.

Section 4 – Secretary. The Secretary shall direct the keeping of the records of BIHA, shall direct the action of the recording secretary of the meetings of the Board who shall record all votes, and shall oversee the keeping of a record of the proceedings of the Board in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to this office. The Secretary shall keep in safe custody the seal of BIHA and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Board. In the absence of both the Chair and Vice Chair, the Secretary shall preside.

Section 5 – Treasurer. The Treasurer shall review the reports, procedures, and financial controls in place or required to be in place for BIHA. The Treasurer shall confirm that the Executive Director has had regular financial reports prepared for the Board following established HUD financial guidelines. The Treasurer shall see that any person authorized by the Board or the Executive Director to pay out and disburse money; open, close or have access to bank accounts, sign checks, or keep regular books and accounts: (i) carries out his or her functions in accordance with Board policies, the current budget and applicable law; and (ii) is bonded for the faithful performance of his or her duties. The Treasurer shall submit a complete annual report, in written form, as required.

Section 6 – Executive Director. The Executive Director of BIHA shall be appointed by the Board. Subject to the direction of the Board, the Executive Director as the principal executive officer of BIHA shall have general supervision over the administration of the business and affairs of BIHA, and shall be charged with the management of its housing projects and other programs. The Executive Director may enter into and bind BIHA to any deed, encumbrance, disposition, contract, loan, or obligation for which the Executive Director is given signature authority by resolution of the Board of Commissioners under Article VII, Section 1 of these Bylaws. The Executive Director shall notify the Board of any such action that is either: (i) in excess of \$300,000.00; or (ii) outside the normal course of business, no later than the next regular Board Meeting following the taking of such action. The Executive Director shall attend all meetings of the Board and keep the Board fully advised of BIHA activities. The Executive Director represents BIHA at the highest levels with representatives of outside entities, and advises or recommends to the Board on all matters requiring Board policy determinations. Within the standards governing his authority expressed herein, the Executive Director or his delegate shall:

- (a) administer and ensure compliance with all contracts and undertakings of BIHA;
- (b) appoint, discharge and fix the compensation of all employees and agents of BIHA, other than the Board;
- (c) ensure BIHA compliance with Board policies, the annual budget and applicable law;
- (d) sign checks, and open and close bank accounts; and

- (e) in general, perform all duties incidental to the position of chief executive officer and any additional duties that may be prescribed by the Board from time to time.

Section 7 – Additional Duties. The officers of BIHA shall perform such other duties and functions as may from time to time be required by the Board or the bylaws or rules and regulations of BIHA. Further, any Commissioner may sign documents for any other Commissioner when such documents relate to actions which have been approved by a properly called meeting of the Board if that Commissioner is unavailable to sign such documents within a required timeframe or in a timely manner.

Section 8 – Election or Appointment. The Vice Chair, Secretary and Treasurer shall be elected at the Annual Meeting of the Board from among the Commissioners and shall hold office for one year or until a successors is elected and qualified.

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

Section 10 – Additional Personnel. BIHA may from time to time employ such personnel as it deems necessary to carry out its powers, duties and functions as prescribed by law and Board Resolution. The selection and compensation of the Executive Director shall be determined by the Board. . The Executive Director has the responsibility to employ all other staff. All staff will be employed and compensated in accordance with applicable BIHA policies and budgets adopted by the Board

ARTICLE IV. INDEMNIFICATION OF OFFICERS, COMMISSIONERS AND EMPLOYEES

Section 1 – Indemnification.

(a) Every officer, Commissioner, or employee of BIHA shall, either upon acceptance of a demand under Section 2, or under Section 1(b) of this Article, be indemnified and defended (hereafter referred to as “indemnify” or “indemnification”) by BIHA against all expenses and liabilities, including but not limited to judgments, fines, voluntary settlements and legal fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, with respect to any act or omission with the scope of that person’s employment or authority within BIHA.

(b) If an officer, Commissioner or employee is made a party solely in his or her official capacity, indemnification and payment of defense costs will occur as a matter of course, without the necessity of demand or approval under Section (2) of this Article.

Section 2 – Demand for Indemnification.

(a) Any officer, Commissioner, or employee made a party in his or her individual capacity may demand indemnification upon a written notice to the Chair. The demand shall state the facts and circumstances which have given rise to the demand and the indemnification requested by the officer, Commissioner, or employee. The Chair shall place the demand for indemnification on the agenda of the next Board meeting for review and the Board shall make its decision on indemnification at the earliest possible date. A special meeting may be called on the matter under the conditions of Article V, Section 3 of these bylaws.

(b) Unless ordered by a court, or as otherwise provided in Section 1(b) of this Article, all decisions upon whether or not to authorize indemnification shall be made only on a case by case basis upon a specific determination that the officer, Commissioner or employee to be indemnified acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of BIHA, and with respect to a criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The Board shall provide indemnification unless it makes a good faith and due diligence determination that the officer, Commissioner, or employee has not met that standard of conduct. Negligence, without more, does not constitute a violation of that standard of conduct.

(c) Any officer, Commissioner, or employee may demand advance payment of reasonable attorney's fees and other defense costs in a proceeding covered by this section. The demand shall be in writing to the Chair. Advance payment of reasonable costs shall be granted by BIHA, subject to the conditions stated below, prior to a specific determination of whether or not to authorize indemnification upon receipt from the officer, Commissioner, or employee of (1) a signed agreement that he promises to repay to BIHA all sums advanced for such defense costs if it is ultimately determined that the officer, Commissioner, or employee was not entitled to indemnification because he or she did not meet the applicable standard of conduct; and (2) a statement from such officer that he or she has complied with all applicable standards of conduct and has not been convicted or otherwise found liable for any intentional acts which on its face would defeat indemnification or violate applicable standards. Provided, however, that the Chair may withhold advance payment of defense costs if he or she has probable cause to believe that the officer, Commissioner or employee has engaged in dishonesty or other intentional misconduct, and the Chair's finding is ratified by the Board at a special or regular meeting held within thirty (30) days of making that finding.

(d) In lieu of making advance payment of defense costs, BIHA shall at all times have the right to choose between (1) providing a legal defense and (2) reimbursing the officer, Commissioner or employee for his or her legal defense expenses. If BIHA chooses to defend the officer, Commissioner or employee, BIHA shall retain counsel for the defense and, to the extent permitted by applicable regulation, statute and ethical consideration, direct the defense.

Section 3 – Insurance. At the discretion of the Board, BIHA may purchase and maintain insurance on behalf of any person who is or was an officer, Commissioner, employee or agent of BIHA, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not BIHA would have the power to indemnify him or her against such liability under the provisions of this section.

Section 4 – Scope. The indemnification rights granted herein shall benefit all officers, Commissioners and employees, whether current or former, and shall inure to the benefit of his or her heirs, executors, administrators, successors or assigns.

Section 5 – Relationship to other Indemnification Rights and Standards. The indemnification authorized by this Article shall be deemed to be in addition to and not in lieu of any other right to which those indemnified may be entitled under any statute or BIHA action, including but not limited to any insurance policy BIHA may have purchased that names the officer, Commissioner or employee as a named insured. It is the intent of this Article that BIHA indemnify its officers, Commissioners and employees to the fullest extent allowed by law. This Article is intended to be construed in accordance with any and all conditions of coverage or other provisions of any and all applicable policies of insurance. In the event of any inconsistency, the portion of this Article deemed inconsistent shall be ineffective and the provisions of the insurance policy shall control so as to provide insurance coverage whenever possible. Nothing in this Article shall be construed as limiting, enlarging, or otherwise interpreting the provisions of any applicable insurance, nor shall the provisions of any such insurance be construed as limiting the scope of the indemnification intended herein.

Section 6 – Definitions.

(a) "Party" includes a person who was, is or is threatened to be made a named defendant or respondent in proceeding.

(b) "Proceeding" includes any threatened, pending, or completed action, suit or proceeding, whether civil, criminal or investigative.

ARTICLE V. MEETINGS

Section 1 – Annual Meeting. The annual meeting of the Board shall be held just prior to the regular meeting of the Board during the month of November, at the regular place of the Board, which place shall be designated by resolution. Board members and the Council must be provided with at least 30 days' written notice of the annual meeting.

Section 2 – Regular Meetings. Board meetings shall be held at the time called by the Chair upon at least 10 days' notice in the advance of such meetings, at such dates and times as may be established from time to time by the Board or the Chair. Such regular meetings shall be held at the regular meeting place of the Board. Notice of regular meetings must be given in writing, including email.

Section 3 – Special Meetings. The Chair or the Executive Director may, when he or she deems it expedient, and shall, upon the written concurrence of two members of the Board, call a special meeting of the Board for the purpose of transacting any business designated in the call.

Actual notice must be given to each member of the Board at least 24 hours prior to the time of such special meeting, which may be given by email or telephonically.

Section 4 – Conference Call Meeting. The Chair, when he or she deems it expedient, may, and shall upon the request of the Executive Director, call for a Conference Call Meeting. Actual notice must be given to each member of the Board at least twenty-four (24) hours prior to the time of the Conference Call Meeting. At such meeting no business shall be considered other than as designated in the call. Manner of voting shall be by roll call vote. At a Conference Call Meeting, each Commissioner must be able to communicate simultaneously with all other Commissioners.

Section 5 – Decisions Without Meeting. A decision on any issue, except where specifically prohibited by these Bylaws, may be reached by the Board without meeting if all of the Board members take action by written consent, identical in form, setting out the action taken, and signed by every member of the Board, together or in counterparts.

Section 6 – Quorum. The powers of BIHA shall be vested in the Commissioners thereof in office from time to time. Three Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. Commissioners may attend Board meetings telephonically if such communications can be established which allow all Commissioners to hear and converse with all other Commissioners present at the meeting. When a quorum is in attendance, action may be taken only upon the affirmative vote of three commissioners.

Section 7 – Order of Business. At the regular meeting of BIHA the following shall be the order of business:

1. Roll Call
2. Approval of Agenda
3. Persons to be Heard
4. Reading and approval of the minutes of the previous meeting
5. Old business
6. New business
7. Staff Reports
8. Calendar
9. Adjournment

All resolutions shall be in writing and shall be copied in a journal of the proceedings of BIHA. Only business identified in the notice of the meeting may be considered by the Board, but if all of the members of the Board are present at any meeting and no Board member objects, any and all business may be transacted as such meeting..

Section 8 – Manner of Voting. The voting on all questions coming before the Board shall be by voice vote except; when regulations require or any Commissioner requests a roll call vote. For all roll call votes the yeas and nays shall be entered upon the minutes of such meeting, except in the case of elections when the vote may be by ballot.

Section 9 – Presumption of Assent. A Commissioner who is present at a meeting at which action is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Commissioner who voted in favor of such action.

Section 10 – Executive Session. The Board may, after convening any meeting as a public meeting, hold an executive session on motion and with the assent of a majority of Commissioners present to discuss any of the following matters.

- (a) matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of BIHA.
- (b) subjects that tend to prejudice the reputation and character of any person, provided the person may request a public discussion.
- (c) matters which by law are required to be confidential.

No subject may be considered at the executive session except those mentioned in the motion calling for the executive session unless auxiliary to the main question. No action may be taken at the executive session.

ARTICLE VI. CODE OF CONDUCT

Section 1 – The Duty of Loyalty.

- (a) Commissioners owe a duty of undivided loyalty to BIHA. Commissioners must act at all times in the best interest of BIHA. Each Commissioner manages the property and the affairs of BIHA as a fiduciary for the interest of BIHA. This duty exists whether or not the Commissioner is allowed to vote on a matter under Article II, Section 6 of these Bylaws, and no permission to vote on a matter of interest granted under that Section may be construed as a waiver of, or discharge from, this duty of undivided loyalty.
- (b) Without in any manner limiting the duty described in (a) of this Section:
 - (1) No Commissioner shall take or acquiesce in any action that results in the conveyance or use of any BIHA asset or property for less than fair market value, other than the sale, lease or rental of a residence to a qualified natural person for a reduced purchase price or rent, or with below-market interest rates, offered as part of a BIHA-administered and generally-applicable

program to assist individuals in achieving home ownership or meeting their housing needs;

- (2) Each Commissioner shall act diligently on BIHA's behalf in seeking out and securing available Native and general housing funds solely for the use and benefit of BIHA;
- (3) No Commissioner may accept any gift or gratuity with a value of more than fifty dollars (\$50.00) from any person or entity performing services under contract with BIHA, unless: (A) such gift or gratuity is recognition as an award of honor, publicly presented in recognition of public service; or (B) such gift is obviously motivated by family or social relationships, as among immediate family members or family inheritances.
- (4) No Commissioner may use any BIHA property for his or her personal use.

Section 2 – Due Care. Commissioners must perform their duties in good faith, with sound business judgment, and with the care of a prudent person. A diligent Commissioner:

- (1) attends Board and committee meetings regularly;
- (2) conducts his or herself in a polite and professional manner while attending Board or committee meetings;
- (3) does not disclose for his or her own benefit, or the benefit of others, confidential BIHA information;
- (4) analyzes BIHA reports, information, and BIHA action to ensure they meet the standards of business excellence;
- (5) avoids threats or intimidation to BIHA officers and employees in retaliation for such person acting within the scope of his or her official duties, including the reporting of any alleged sexual harassment;
- (6) studies BIHA business environment;
- (7) complies with all policies and expends BIHA funds prudently;
- (8) respects the boundaries between the Board's role in policy development and management's role in the implementation of Board policies; and
- (9) refrains from making false or misleading statements damaging to BIHA.

Section 3 – Enforcement and Disciplinary Procedures.

A. Procedure. Any Commissioner who is alleged to have violated the provisions of this Code of Conduct may be subject to the following disciplinary procedure:

(1) The Chair will bring the allegation to the attention of the charged Commissioner, and to the rest of the Board.

(2) The Board shall determine if the Commissioner alleged to have violated a provision of the Code, has violated such provision and shall determine what sanction is appropriate for said violation.

The Commissioner charged with a violation of this Code shall be permitted to respond to the charge prior to any action by the Board. A Commissioner charged with a violation of this Code of Conduct may not participate in a vote of the Board concerning his or her alleged violation.

B. Sanctions. A Commissioner who is found through the above procedure to have violated the provisions of this Code of Conduct, or who is convicted (or enters a plea of guilty or no contest) of either a felony or a misdemeanor involving sexual misconduct, shall be subject to any or all of the following sanctions:

- (1) private reprimand by the Board;
- (2) public censure and disclosure of the violation and sanctions;
- (3) cessation of eligibility to receive per diem;
- (4) cessation of eligibility to receive expenses;
- (5) to the extent permitted by laws, loss of the right to indemnification by BIHA;
- (6) removal from any BIHA-appointed officer's position; and/or
- (7) recommendation to the Council to remove the Board member.

The Board shall establish, in each case, the appropriate sanction and length of time each sanction shall endure. In making this determination, the Board may consider all factors it deems relevant, including without limitation the seriousness of the infraction; the likelihood of repetition; the extent of probable damage to the finances or reputation of BIHA; whether the Commissioner or his or her family personally profited, financially or otherwise, from the prohibited conduct; and the Commissioner's willingness and ability to take steps to mitigate the harm caused by the violation.

If such sanctions fail to correct the perceived problems exhibited by said Commissioner, the Board of Commissioners may initiate action to have the Commissioner removed.

Such action shall provide for a bill of particulars describing the offenses committed by the Commissioner in writing. The Commissioner or his representative or counsel shall have the right to be present at all such meeting where action on this bill of particulars is scheduled to take place. The Commissioner, his representative or counsel may present evidence relating to the bill of particulars. The balance of a quorum of the remaining Commissioners, shall hear such evidence as well as evidence that may be presented by other parties. If after hearing such evidence, a majority of all Commissioners vote by roll call to recommend for removal of the Commissioner a modified bill of particulars shall be prepared and forwarded to Sitka Tribe of Alaska Tribal Council with a request that the Tribe initiate actions for the Removal of Commissioners.

ARTICLE VII – CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1 – Contracts and Loans. The Board may authorize the Executive Director, or any other officer, to enter into any deed, encumbrance, disposition, contract, loan, corporate affiliation, or obligation or execute and deliver any instrument in the name of or on behalf of BIHA, and such authority may be general or confined to specific instances or restricted by the Board or any applicable State and/or federal laws and regulations.

Section 2 – Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issues in the name of BIHA, shall be signed by the Executive Director, or by such other officer or officers of BIHA as shall from time to time be determined by resolution of the Board.

Section 3 – Deposits. All funds of BIHA not otherwise employed shall be deposited from time to time to the credit of BIHA in such banks, trust companies, other depositories as the Executive Director may select.

ARTICLE VIII. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given under the provisions of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein shall be deemed equivalent to the giving of such notice.

ARTICLE IX. AMENDMENTS

Section 1 – Amendments to bylaws. The bylaws of BIHA shall be amended only with the approval of at least three Commissioners at any Board meeting provided that at least 30 days' written notice thereof has been previously given to all Commissioners.

CERTIFICATION

NOW THEREFORE BE IT RESOLVED, that the Board of Commissioners of Baranof Island Housing Authority adopts these bylaws, as amended; and

PASSED, ADOPTED AND APPROVED by Resolution 09-01 of the Board of Commissioners of Baranof Island Housing Authority on January 20, 2009.

Chair

Attest:

Secretary