



BY-LAWS

OF THE

YANKTON SIOUX HOUSING AUTHORITY

BOARD OF COMMISSIONERS

April 18, 2023

TABLE OF CONTENTS

ADOPTION	1
INTRODUCTION	1
MISSION STATEMENT	1
ARTICLE I - THE AUTHORITY	2
Section 1: Name of the Authority. .	2
Section 2: Seal of the Authority.	2
Section 3: Office of the Authority..	2
ARTICLE II – THE BOARD	2
Section 1: Composition	2
Section 2: Eligibility	2
Section 3: Appointment	3
Section 4: Vacancy	3
Section 5: Employment	3
ARTICLE III – TERMS OF APPOINTMENT	3
Section 1: Terms of Appointment.	3
Section 2: Mid-Term Vacancies	4
Section 3: Holding Office	4
Section 4: Re-Appointment	4
ARTICLE IV – OFFICER OF THE BOARD	4
Section 1: Officers	4
Section 2: Chairperson	4
Section 3: Vice Chairperson	5
Section 4: Secretary	5

ARTICLE V – ELECTION OF OFFICERS	6
Section 1: Elected Positions.	6
Section 2: Election Date	6
Section 3: Term of Office	6
Section 4: Vacancies	6
ARTICLE VI – RESIGNATIONS AND REMOVAL FROM OFFICE	6
Section 1: Resignations	6
Section 2: Removal from Office—Authority to Remove BOC Commissioners	7
ARTICLE VII – ROLES AND RESPONSIBILITIES	7
Section 1: Executive Director.	7
Section 2: Additional Duties	8
Section 3: Employing Additional Personnel.	8
Section 4: Individual Commissioners Duties	9
Section 5: Duties of the Board of Commissioners	9
ARTICLE VIII – CONTRACTS, LOANS, CHECKS AND DEPOSITS	11
Section 1: Contracts	11
Section 2: Loans	11
Section 3: Checks, Drafts or Orders	11
Section 4: Deposits	11
ARTICLE IX - MEETINGS	12
Section 1: Regular Meetings	12
Section 2: Emergency or Special BOC Meetings	12
Section 3: Attendance by Telephone or Other Device	12
ARTICLE X – MEETING PROCEDURES	13

Section 1: Closed to the Public	13
Section 2: Regular Meeting Notices and Agendas	13
Section 3: Order of Business	13
Section 4: Executive Sessions.	14
Section 5: Information Packets.	15
Section 6: Keeping the BOC Informed	15
Section 7: Parliamentary Procedures	16
Section 8: Quorum.	16
Section 9: Motions.	17
Section 10: Resolutions.	18
Section 11: Manner of Voting.	18
Section 12: Restrictions on Voting	18
Section 13: Meeting Minutes	20
Section 14: Disposition of BOC Meeting Minutes.	20
ARTICLE XI – COMPENSATION	21
Section 1: Right to Compensation	21
Section 2: Compensation for BOC Meetings.	21
Section 3: Compensation for Travel and Seminars, Meetings and Conferences.	22
ARTICLE XII – INDEMNIFICATION OF OFFICERS, COMMISSIONERS AND EMPLOYEES	23
Section 1: Indemnification.	23
Section 2: Demand for Indemnification	23
Section 3: Insurance	23
Section 4: Scope..	24
Section 5: Relationship to Other Indemnification Rights and Standards.	24
Section 6: Definitions	24

ARTICLE XIII - AMENDMENTS TO BY-LAWS	24
Section 1: Recommendation for Amendments	24
Section 2: Amendments to By-Laws. .	25
Section 3: Documenting Amendments	25
ARTICLE XVI – ADOPTION	26

BOARD OF COMMISSIONERS

BY-LAWS

ADOPTION

In 1961, the Yankton Sioux Tribe passed a resolution, and thereby established a nonprofit entity known as the Yankton Sioux Housing Authority. On April 25, 1977, the Yankton Sioux Tribe enacted an ordinance to establish the purposes, powers, and duties of the Yankton Sioux Housing Authority under Resolution No. 77-71. The Yankton Sioux Housing Authority was designated as the Tribally Designated Housing Authority (“TDHE”) under the Native American Housing Assistance and Self-Determination Act (“NAHASDA”) under Resolution No. 97-21, April 10, 1997.

Oversight of the Yankton Sioux Housing Authority shall be fully vested in the Board of Commissioners. The By-Laws, governing the Board of Commissioners, were reviewed, and adopted by the Board of Commissioners adopted on April 18 2023, and effective as of that date.

INTRODUCTION

The goal of the Yankton Sioux Housing Authority is to remedy unsafe and unsanitary housing conditions; alleviate the acute shortage of decent, safe, and sanitary housing; and provide employment opportunities through housing construction, improvement, repair, and operation of affordable housing to its qualified tribal members, consistent with Yankton Sioux Tribe Resolution No. 77-71, and subject to the procedures set forth in these By-Laws. The Yankton Sioux Housing Authority (“YSHA” or “Authority”) has been tasked by the Yankton Sioux Business and Claims Committee (“Committee”) to provide better housing for eligible low to moderate income families, alleviate substandard housing, provide effective housing code enforcement, and encourage self-improvement of the community’s low to moderate income families. These By-Laws outline the role of the Board of Commissioners in meeting these goals.

MISSION STATEMENT

To provide the Yankton Sioux Tribal people continued opportunities for safe, decent, affordable housing; to enable improvement of the physical conditions of housing developments; to continually upgrade the management and operations of the tribally designated housing entity while developing and enhancing a stronger, healthy, and viable economic initiative related to eligible housing assistance; to include other housing opportunities available under NAHASDA.

ARTICLE I
THE AUTHORITY

- Section 1: Name of the Authority. The name of the Authority shall be the Yankton Sioux Housing Authority.
- Section 2: Seal of the Authority. The Authority may adopt a corporate seal.
- Section 3: Office of the Authority. The office(s) of the Authority shall be at such place(s) either within or outside of the Yankton Sioux Reservation as the Authority may from time to time designate by resolution.

ARTICLE II
THE BOARD

- Section 1: Composition. The Authority shall be managed by a Board of Commissioners (herein after referred to as the “BOC”) and shall be composed of five (5) members who have been appointed or reappointed by the Yankton Sioux Business and Claims Committee (“Committee”) to serve. The Committee shall name one of the Commissioners to serve as the Chairperson of the BOC.
- Section 2: Eligibility.
- A. A Commissioner shall be a member of the Tribe. No person shall be barred from serving on the BOC because he or she is a tenant or homebuyer in a housing project of the Authority.
 - B. A Commissioner, who is a tenant or homebuyer shall be entitled to participate fully in all BOC meetings concerning matters that affect all tenants or homebuyers, even though such matters affect him/her as well.
 - C. A former employee of the Authority may be eligible to apply as a Commissioner for an opening on the BOC. However, former YSHA employee applicants are ineligible if they were terminated, involuntarily resigned, resigned in lieu of termination or any other substantially similar method. To be eligible for application to the BOC, a former YSHA employee applicant must have left employment at YSHA as an employee in good standing.
 - D. No Commissioner shall be entitled or permitted to participate fully in or be present at any BOC Meeting (except in his or her individual capacity as a tenant or homebuyer) or be counted or treated as a Commissioner, concerning any matter involving his or her individual rights, obligations, or status as a tenant or homebuyer.

Section 3: Appointment. Commissioners shall be appointed by the Committee. A letter from the Secretary of the as to the appointment or re-appointment of any Commissioner shall be conclusive evidence of the due and proper appointment of the Commissioner. Commissioners may also be re-appointed by this same process.

Section 4: Vacancy. Should there be a vacancy due to incapacitation relative to health, death or resignation, the Committee shall appoint a new Commissioner to serve the unexpired term of the previous Commissioner.

Section 5: Employment.

- A. If determined necessary by the BOC and approved by a BOC Resolution, a Commissioner may be appointed to serve for an YSHA management position on a temporary basis, when an YSHA management position becomes vacant due to incapacitation, removal, or otherwise.
- B. A Commissioner may apply for employment with the Authority, provided that the Commissioner resigns in the event the Commissioner is found eligible, is hired, and the conditions of Article VI Section 2 of Ordinance 15 are satisfied.
- C. Commissioners who fully complete their term on the BOC may be eligible for employment with the Housing Authority after 30 days from the date their term expires.

ARTICLE III

TERMS OF APPOINTMENT

Section 1: Terms of Appointment. Commissioners shall be appointed by the Committee as follows:

- A. Chairperson. The BOC Chairperson shall be initially appointed by the Committee. After the inaugural Chairperson of the BOC is appointed by the Committee, all other subsequent Chairpersons shall be elected by the BOC. At the expiration of the Chairperson's term, the BOC shall elect from among its members a new Chairperson or re-elect the incumbent Chairperson. Within a reasonable time after the BOC elects a new Chairperson or re-elects the incumbent Chairperson, the BOC shall provide written notice to the Committee of the selected Chairperson.
- B. Commissioners.
 - 1. Initial. Initial appointments when the BOC is first established:
 - (a) One (1) member shall serve a one (1) year term.

- (b) One (1) member shall serve a two (2) year term.
- (c) One (1) member shall serve a three (3) year term.
- (d) Two (2) members shall serve four (4) year terms.

2. Thereafter. Thereafter, all “new” Commissioners shall be appointed for four (4) year terms. A term of office shall be defined as service for four (4) consecutive years. If the Business and Claims Committee appoints Business and Claims Committee Representative(s) on an interim basis, the interim Commissioner(s) shall serve the position(s) until the respective position is filled, which shall be not more than within 90 days after interim appointment or until the original term has expired.

Section 2: Mid-Term Vacancies. In the case of a mid-term vacancy, an appointment shall be made only for the length of the unexpired term of that Commissioner.

Section 3: Holding Office. Departing Commissioners shall continue to hold office until a successor is appointed by the Business and Claims Committee.

Section 4: Re-Appointment. A Commissioner, whose term has expired, may reapply to serve on the BOC. The Business and Claims Committee may re-appoint that individual.

ARTICLE IV

OFFICERS OF THE BOARD

Section 1: Officers. The officers of the BOC shall consist of a Chairperson, a Vice Chairperson, and a Secretary. Any Commissioner may hold two of these positions at the direction of the BOC.

Section 2: Chairperson. Shall preside at all the meetings of the Board of Commissioners. Upon resolution of the BOC, the Chairperson, or his/her designee, shall sign all:

- A. Deeds or other encumbrances or disposition of the Authority’s real property.
- B. Contracts that exceed the Small Acquisition Threshold as that term is defined in the YSHA Procurement Policy (as amended).
- C. Other instruments made or found to be necessary for the operation of the Authority, unless execution authority is delegated to the YSHA Executive Commissioner or other YSHA management personnel through a dually, BOC Resolution-approved YSHA policy or document.

At each BOC meeting, the Chairperson shall submit to the BOC, such recommendations and information, as he/she may consider proper, concerning the business, affairs, and policies of the Authority.

Section 3: Vice Chairperson. In the absence of the Chairperson, or in the event of the Chairperson's incapacity, death, resignation, or removal from office (by the Committee), the Vice Chairperson shall perform the duties of the Chairperson, and, when so acting, shall have all the powers of and be subject to all the restrictions of the Chairperson.

Section 4: Secretary. Consistent with Ordinance 15 the Secretary shall:

- A. Keep the records of the Authority.
- B. Act as Secretary of the meetings of the BOC and record all votes.
- C. Keep a record of the proceedings of the BOC in a journal of proceedings or meeting minutes.
- D. Perform all duties incidental to his/her office.
- E. The BOC may appoint staff members to assist the Secretary in performing the duties outlined in Section 4, subsections A-C above. In the absence of both the Chairperson and Vice Chairperson, the Secretary shall preside (provided there is still a quorum) at BOC meetings.

ARTICLE V

ELECTION OF OFFICERS

Section 1: Elected Positions. The Vice Chairperson and Secretary shall be elected from among the Commissioners. Collectively, the Chairperson, Vice Chairperson, and Secretary are considered YSHA's BOC Officers.

Section 2: Election Date. The election of the BOC Officers shall be held during their entire term. The Chairman and Commissioners may determine if a new election of officers is needed.

Section 3: Term of Office. The terms of office for Vice Chairperson and Secretary shall be for the duration of their term as Commissioner or until a Commissioner relinquishes their office and their successors are elected.

Section 4: Vacancies.

- A. Chairperson. Should the office of Chairperson become vacant the BOC shall select a successor. This may be from the remaining Commissioners. Such appointment shall be for the unexpired term of said office.
- B. Other BOC Officers. Should the office of Vice-Chairperson or Secretary become vacant, the BOC shall elect a successor from its membership at its regularly

scheduled BOC Meeting. Such appointment shall for the unexpired term of said office.

ARTICLE VI

RESIGNATIONS AND REMOVAL FROM OFFICE

Section 1: Resignations.

- A. Any Commissioner may resign at any time by giving proper, advanced written notice to the BOC Chairperson within a reasonable time under the circumstances prior to the Commissioners last day of office. Should the BOC Chairperson resign, the BOC Chair shall provide the Business and Claims Committee and Commissioners proper, advanced written notice within a reasonable time under the circumstances prior to the Commissioners last day of office.
- B. The resignation shall take effect at the time specified in the written notice, or if no time is specified, upon approval of the Chairperson.
- C. Upon the end of term or termination of services as a Commissioner on the BOC, all Commissioners shall return YSHA property to YSHA.

Section 2: Removal from Office—Authority to Remove BOC Commissioners. BOC Commissioners are appointed by the Yankton Sioux Business and Claims Committee, and as such, may be removed from office for serious inefficiency, or neglect of duty or for misconduct in office, or for any other good cause shown following a hearing before the Business and Claims Committee as specified in Yankton Sioux Tribal Resolution No. 77-71.

ARTICLE VII

ROLES AND RESPONSIBILITIES

Section 1: Executive Director.

- A. Hiring. The Executive Director shall be hired by the BOC to serve as the principal Executive Officer of the Authority and exercise authority, as conferred on him/her by the BOC, and applicable law. The BOC has the exclusive hiring authority of the Executive Director. The BOC shall approve the hiring of an Executive Director with a majority vote of a quorum present. The hiring of an Executive Director by the BOC shall be memorialized in a fully executed contract between the BOC and the Executive Director. The hiring procedures for all non-Executive Director positions in the YSHA Personnel Policy and Procedures do not apply to the BOC's hiring of the Executive Director unless expressly stated in the YSHA Personnel Policy and Procedures.

- B. Supervisor. The Executive Director works under the direction of the BOC, as a collective body.
- C. Hiring Additional Personnel. The Executive Director has the authority (as vested in him/her by the BOC) to hire and terminate Housing Authority staff (in accordance with the Authority's Personnel Policy and Procedures) and as may be required to operate the Authority efficiently.
- D. Subject to BOC Policies. The Executive Director shall be subject to the policies and directives of the BOC.
- E. Contracting Authority. The Executive Director has been vested with the Authority of the BOC to enter into contracts or obligations not requiring the BOC Chairperson's signature under these Amended By-Laws. This applies to all contracts/obligations exceeding the Small Acquisition Threshold as set forth in the YSHA Procurement Policy as amended by the BOC from time to time. The Executive Director shall notify the BOC of any such contract or obligation that was entered into, no later than the next regular BOC Meeting following execution of the contract/obligation. In negotiating said contracts, the Executive Director shall keep the BOC Chairperson informed of the material developments throughout contract negotiations on a regular basis as determined reasonable under the circumstances.
- F. Supervision of Authority Staff. The BOC entrusts the Executive Director with direct supervision over the Authority's staff, administration of the day-to-day business affairs of the Authority, and management of the Authority's housing projects and programs.
- G. Meetings. The Executive Director shall attend all meetings of the BOC and keep the BOC fully apprised of the status and development of the Authority's business affairs.
- H. Representing the Authority. The Executive Director shall represent the Authority, at the highest levels of professionalism with leaders and government representatives, and advise or make recommendations to the BOC on all matters requiring BOC policy determination. Within the standards governing his/her authority expressed herein, under the terms of his/her employment contract, and the YSHA policies and procedures, the Executive Director or his/her delegate (as approved by the BOC) shall:
 - 1. Administer and ensure compliance with all contracts and undertakings of the Authority.
 - 2. Appoint, discharge and fix the compensation for all employees and agents of the Authority, subject to BOC review and approval.

3. Ensure Authority compliance with BOC policies, and applicable laws.
4. In general, perform all duties incidental to the position of the Executive Director and any additional duties that may be directed by the BOC from time to time.

Section 2: Additional Duties. The management officers of the Authority shall perform such other duties and functions as may, from time to time, be assigned by the BOC, the By-Laws, or rules or regulations of the Authority.

Section 3: Employing Additional Personnel. The Authority may from time to time employ additional personnel, as it deems necessary to carry out its duties, and functions as prescribed by law and Tribal Ordinance.

- A. The selection of compensation of those other Authority employees shall be the responsibility of the Executive Director consistent with the Authority's Personnel Policy and Procedures as established by the BOC.
- B. The Executive Director shall take responsibility for hiring and/or terminating such personnel, as he/she deems necessary. Such hiring/terminations shall be carried out in accordance with the Authority's Personnel Policy and Procedures, as established by the BOC and amended by the BOC from time to time. The BOC reserves the right to hire/terminate employees as deemed necessary.
- C. The Executive Director and BOC as deemed necessary, shall take responsibility for compensating such personnel in accordance with the Authority's Personnel Policy and Procedures and with the approval of the BOC; in line with the annual budget and organizational chart, as established by the BOC.

Section 4: Individual Commissioners Duties. Each person appointed to the Board of Commissioners will:

- A. Be Familiar with NAHASDA. Commissioners will familiarize themselves with NAHASDA so that they can make informed decisions regarding Indian Housing issues at the local level. The two (2) primary NAHASDA documents are the statute itself, 25 U.S.C. sections 4101 et seq., as amended, and the Federal Regulations, 24 C.F.R. Part 1000.
- B. Be Familiar with Related Federal Documents. Commissioners will familiarize themselves with the various governing Federal documents related to Indian Housing. (See Appendix 3 for a list of the more common federal documents related to Indian Housing.)
- C. Be Familiar with Indian Housing Programs. Commissioners will familiarize themselves with all housing programs being administered by the Authority.

- D. Be Familiar with Policies and Procedures. Commissioners will familiarize themselves with all published policies and procedures of the Authority.

Section 5: Duties of the Board of Commissioners. The Board of Commissioners will:

- A. Develop Policies. The BOC is responsible for the development and adoption of policies and procedures governing the operation of the Housing Authority and for overseeing the implementation of such policies through the Executive Director (See Appendix 4 for a list of these policies required by NAHASDA).
- B. Final Approving Authority. The BOC will be the final approving authority for internal policies and procedures of the Authority. Approval shall be by BOC Resolution.
- The Executive Director (or his/her designee) shall be responsible for the search, development, drafting, compiling, updating of all internal policies and procedures of the Authority. Commissioners shall review and approve all internal policies before they are implemented. During the review process, which is required before final approval, Commissioners shall provide comments, suggestions, and/or recommendations that they feel may strengthen each policy.
- C. Monitor Activities. The BOC will monitor the activities of the Authority to ensure those activities are being properly carried out.
- D. Hear Client Grievances. The BOC will hear client (tenant/homebuyer/personnel) grievances, after all administrative procedures and processes are exhausted as required, when filed by participants of the various housing programs in compliance with Authority's Grievance Policy, and then take appropriate action.
- E. Hear Client Appeals. The BOC will hear tenant and homebuyer grievances after the Administration process is exhausted as part of the Authority's internal policies and take appropriate action.
- F. Review and Approve. The BOC will review and approve the following:
1. All operating budgets for the Authority's housing programs and make suggestions and/or recommendations for change, as warranted.
 2. All grant applications and make suggestions and/or recommendations for change, as warranted.
 3. All Authority audits and audit findings and make suggestions and/or recommendations for change, as warranted.

4. The Authority's Indian Housing Plan ("IHP"), as required by HUD, and make suggestions and/or recommendations, for change, on the plan prior to submission to HUD/Northern Plains Office of Native American Programs ("NPONAP").
 5. The Authority's input for the Tribe's Annual Report (with input from each Authority department) and make suggestions and/or recommendations, for change on the report prior to submission to the Committee.
 6. The Authority's Annual Performance Report ("APR"), as required by HUD, and make suggestions and/or recommendations for change, on the report prior to submission to the Committee for approval and submission to HUD/NPONAP.
- G. Ensure Legality. The BOC will ensure that the Authority's operations are run legally and with integrity.
 - H. Promote Stable Work Environment. The BOC will create and promote a comfortable, stable, and secure working environment for the Authority's staff.
 - I. Conduct Self-Monitoring. The BOC will establish self-monitoring controls to detect and prevent conflicts of interest, fraud, waste, and abuse.
 - J. Learn Program/Activity Norms. The BOC will learn, and then monitor, the Authority's programs/activity "norms" and be prudently alert for problems, such as embezzlement, improper procurement, and other irregularities. The Executive Director shall keep the BOC informed of all such problems he/she observes and has direct and indirect knowledge of relating to embezzlement, improper procurement, and other irregularities.
 - K. Keep the Committee Informed. The BOC Chairperson will keep the Committee informed of significant housing issues that may arise from time to time. The Executive Director shall inform the BOC of all significant changes, problems and information regarding the Authority and its staff.
 - L. Promote Public Relations. The BOC will promote good public relations to ensure the Committee, the tribal members, and community in general are kept abreast of what is occurring with housing issues on the reservation.
 - M. Coordinate with Other Government Entities. The BOC will coordinate and communicate with other government entities, on an as needed basis as determined by the BOC, regarding the business and activities of the Authority.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

- Section 1: Contracts. The BOC may authorize the Executive Director, or other Authority officer, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority in accordance with the applicable provisions of the Authority's applicable Policies.
- Section 2: Loans. No loans shall be contracted on behalf of the Authority and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the BOC. Such authority may be general or confined to specific instances and as limited by agreement, these By-Laws, Resolution No. 77-71, or by Tribal, State, and Federal laws and regulations.
- Section 3: Checks, Drafts or Orders. All checks, drafts, and orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Authority shall be executed in accordance with the applicable provisions of the Authority's Procurement, Financial Management and Internal Control Policies.
- Section 4: Deposits. All funds of the Authority, not otherwise employed, shall be deposited from time to time to the credit of the Authority in such banks, trust companies, or other depositories as the BOC may select consistent with the Authority's applicable Policies, and as limited by federal laws and regulations.

ARTICLE IX

MEETINGS

- Section 1: Regular Meetings. Regular BOC Meetings shall be held each month at a time and place designated by the BOC. In the event such date falls on a legal or Tribal holiday the regular meeting shall be rescheduled. Any Commissioner that is absent from three consecutive Regular BOC Meetings without a reasonable justification—as determined by the BOC—will be subject to removal.
- Section 2: Emergency or Special BOC Meetings.
- A. Under certain circumstance, an Emergency or Special BOC Meeting may be required to deal with an unanticipated problem that needs immediate attention and cannot wait until the next regularly scheduled BOC meeting.
 - B. An Emergency or Special BOC Meeting may be called by the BOC Chairperson, Executive Director, or two (2) or more Commissioners (acting in cooperation), or upon a motion duly adopted by the BOC during a regular meeting.
 - C. Once the need for an Emergency or Special BOC Meeting has been established a Notice of the date/time for such meeting shall be sent out at least 24 hours prior to the time of such Emergency/Special Meeting by the BOC Chairperson (or Executive Director, if so delegated by the Chairperson) via email or other acceptable method traditionally used by the BOC to Notice such meetings.

- D. At such Emergency or Special Meeting, no business shall be considered other than that which was designated in the call for the meeting and no actions may be taken at such Emergency or Special Meeting without the concurrence of a majority of the sitting Commissioners (notwithstanding any vacancies on the BOC). No formal action may be taken at any Emergency or Special Meetings unless a quorum is present. If no quorum is present at an Emergency or Special Meeting, then that meeting can continue as a Work Session, but no formal action may be taken during a Work Session.

Section 3: Attendance by Telephone or Other Device. Any Commissioner may attend a meeting of the BOC through telephone, video-conferencing or any other device or technology available to the BOC so long as the Commissioner is able to simultaneously hear all other Commissioners and/or persons addressing the BOC and can be heard by all other Commissioners and other persons in attendance. If any Commissioner attends a BOC meeting by telephone, video-conferencing or any other device or technology available to the BOC, then that Commissioner shall clearly state his/her name at the beginning of the meeting and announce to the BOC when he/she is departing the meeting.

ARTICLE X

MEETING PROCEDURES

Section 1: Closed to the Public. Meetings of the Yankton Sioux Housing Authority Board of Commissioners shall be closed to the general public, unless otherwise stated on the agenda. Tribal members can submit a request to the BOC to attend or be added to the agenda.

Section 2: Regular Meeting Notices and Agendas.

A. Agenda Requests. Housing staff, clients, and members of the community may request to present a matter before the BOC if they have items of concern to discuss.

1. To help facilitate the process, housing staff, clients, and members of the community are required to submit a formal request to the Executive Director or BOC Chairperson.
2. Such request should include the requestor's concern(s) to be addressed (See Appendix 6: sample BOC Meeting Agenda Request form).
3. An agenda request must be submitted to the Executive Director prior to the scheduled meeting date to be included as an agenda item.

Section 3: Order of Business. The Order of business on the agenda for a regularly scheduled BOC meeting shall include the following:

- A. Call to Order.
- B. Invocation.
- C. Roll Call.
- D. Approval of Agenda.
- E. Announcements.
- F. Approval of the Prior Meeting's Minutes.
- G. New Business.
- H. Executive Director's Report.
- I. Chairperson's Report.
- J. Old Business.
- K. Executive Session.
- L. Adjournment.

Section 4: Executive Sessions.

- A. If the BOC plans to go into Executive Session, it should be noted on the published agenda.
- B. The BOC, after convening a public meeting, may amend the agenda to hold an Executive Session based on a motion by a Commissioner and approved by a majority vote of Commissioners present.
- C. Items typically, but not exclusively, discussed during Executive Session include the following:
 - 1. Immediate concerns and/or knowledge which would clearly have an adverse effect upon the operation of the Authority.
 - 2. Subjects that tend to prejudice the reputation and character of person(s) unless the person(s) request a public discussion.
 - 3. Matters which by law are required to be confidential.
 - 4. Personnel and disciplinary actions.

- 5. Any other sensitive matter necessitating privacy.
- D. No subject may be considered at the Executive Session, except those published on the agenda or brought before the meeting in a motion amending the agenda calling for the Executive Session. A motion is required by the BOC for the BOC to proceed into Executive Session.
- E. No formal action may be taken at the Executive Session.
- F. A motion is required for the BOC to end Executive Session and return to the meeting agenda.
- G. Should the BOC, with a majority vote and quorum, decide on a course of action during Executive Session, the action decided to be taken in the Executive Session shall be documented in the form of a motion made and adopted during the open portion of the meeting and entered in the official meeting minutes.

Section 5: Information Packets.

- A. Information packets shall be prepared together by the Executive Director (or his/her designee) prior to the BOC meeting to ensure that the Commissioners have sufficient background information from which they can make informed decisions.
- B. Information packets shall contain a copy of the published agenda, supporting documents, along with proposed BOC resolution, as provided by the Executive Director, for any BOC action that may occur and/or each agenda item for which BOC action is anticipated. If no BOC action is required and/or anticipated, then the Executive Director shall inform the BOC Chairperson.
- C. A copy of the information packet shall be forwarded to each Commissioner and the Executive Director. The Executive Director shall retain one (1) complete information packet for filing purposes.
- D. Information packets should be provided (mailed, emailed, or hand delivered) to the Commissioners to ensure receipt at least five (5) days in advance of the scheduled BOC meeting. This allows the Commissioners sufficient time to review the material and familiarize themselves with the issues to be discussed prior to the BOC meeting. However, under exigent circumstances with prior BOC Chairperson approval a shorter notice period may be necessary.

Section 6: Keeping the BOC Informed. The Executive Director shall keep the Commissioners informed of all items deemed significant. This can include, but is not limited to, the following subject matter areas:

- A. Report on vacancies of open YSHA positions.

- B. Report on waiting lists.
- C. Report on rent collections and losses.
- D. Report on finances (i.e. income, expenses, budget revisions, etc.).
- E. Report on major reports or renovation projects.
- F. Report on new construction initiatives (i.e. planned, problems, current status, etc.).
 - Commissioners are encouraged to provide their input on new initiatives during the design/planning process.
- G. Report on other projects planned or undertaken by the Authority.
- H. Report on grants (i.e. drug elimination, state emergency projects, Indian Community Development Block Grants, etc.).
- I. Report on Indian Housing Block Grant (“IHBG”) Application and the Indian Housing Plan (“IHP”).
- J. Report on the Annual Performance Report (“APR”) for HUD/ONAP.

Section 7: Parliamentary Procedures. The BOC shall carry out its business during the BOC meeting in a prompt, professional, and business-like manner. Questions of parliamentary procedure will be decided by the Chairperson utilizing the current edition of “Robert’s Rules of Order” as a guide. The Chairperson’s decision on a question of parliamentary procedure may be reversed by a two-thirds vote of the BOC (See Appendix 7 for two summaries dealing with parliamentary procedures similar to those in Robert’s Rules of Order).

Section 8: Quorum.

- A. A Majority of the current members of the BOC, notwithstanding the existence of any vacancies on the BOC, shall constitute a quorum for the transaction of business. No BOC action shall be taken by a vote of less than a majority of the BOC. Generally, the Chairperson is considered a non-voting Commissioner, and the remaining four Commissioners are considered voting Commissioners. The Chairperson only votes when a tie vote occurs. If a five-member BOC exists, then two Commissioners plus the Chairperson constitutes a quorum. If a six-member BOC exists, then three Commissioners plus the Chairperson constitutes a quorum.
- B. No BOC action shall be taken when there is no quorum.

- C. A quorum shall exist to commence a BOC meeting. An initial roll call will occur at the scheduled start time of the BOC meeting.
- D. Quorum is broken when a majority of the Commissioners are not present at a meeting. If a meeting begins with a quorum, but then, one or several Commissioners leave the meeting, then no formal actions or votes may be taken when a quorum is not present. When a Commissioner temporarily leaves a meeting, he/she shall formally announce and notify the BOC when he/she anticipates returning, if possible. If a Commissioner leaves a meeting and breaks quorum, and does not return within 15 minutes, then the meeting is adjourned.
- E. The BOC Chairperson, or acting BOC Chairperson as the case may be, may recess a meeting for lunch, break, or otherwise, but the time of meeting resumption shall be announced and made clear to all meeting participants and attendants. Should a quorum fail to return from meeting recess for resumption of the meeting, then the 15-minute wait period set forth in Section 8(C) above shall apply.

Section 9: Motions.

A. Making a Motion.

- 1. Most of the major business topics discussed during a BOC meeting originate with a motion from the Commissioners.
- 2. The BOC Chairperson, or acting Chairperson, shall not be allowed to make a motion.
- 3. Any Commissioner, other than the Chairperson, or acting Chairperson, can make a motion.

B. Seconding a Motion.

- 1. In Order for a motion to move forward and be voted on by the full quorum present at a meeting, it must first be seconded.
- 2. The BOC Chairperson, or acting Chairperson, shall not be allowed to second a motion.
- 3. Any Commissioner, other than the Chairperson, or acting Chairperson, can second a motion.

C. Recording the Motion.

1. To help facilitate the motion recording process, a worksheet has been developed for use during the meeting, which should be used at all times.
2. The worksheet will be used to record the following:
 - a. Agenda item numbers.
 - b. Date of the meeting.
 - c. Who made the motion.
 - d. Who seconded the motion.
 - e. The text of the motion.
 - f. The voting record (by name).
 - g. Whether the motion carried or was defeated.
3. The motion worksheet shall be filed with the official minutes of the BOC meeting (See Appendix 8 for a copy of the motion worksheet).

Section 10: Resolutions. Any resolution that is acted upon during a BOC meeting shall be in writing and duly noted for the record. This shall include the motion on the Resolution, who made it, who seconded it, and the voting record (for, against, abstentions, absences).

Section 11: Manner of Voting.

- A. Calling for a Vote. The BOC Chairperson must call for a vote if the motion is seconded by an authorized Commissioner. All discussion shall halt after a motion has been seconded. When the BOC Chairperson calls for a vote on a motion, each Commissioner shall be entitled to one (1) vote for each matter submitted for a vote.
 - Commissioners must be present (phone, teleconference, or other electronic device) at the BOC meeting in order to vote. Commissioners are not allowed to give another Commissioner his/her proxy in order for that member to vote on his/her behalf.
- B. How to Vote. Voting on all actions before the BOC, which have been properly motioned and seconded by a Commissioner, shall be conducted by Roll Call with each Commissioner verbally announcing his/her decision. The verbal yeas, nays, abstentions, and absences shall be noted and entered into the official meeting minutes.

C. Exception to Verbal Votes.

1. The need for verbal votes, during the election of BOC Officers, may be waived in favor of votes by sealed ballot. For this voting method to be used, it shall be approved by a vote in advance by the regular voting methods set forth in these Amended By-Laws, which include the proper motion process.
2. If the voting is controversial or challenged, the voting shall be accomplished by raising of hands (to show yeas) and keeping hands down (to show nays) or standing (to show yeas) and remaining seated (to show nays). The Chairperson shall be the only Commissioner vested with the authority to decide whether this voting method is used, and whether a controversy or challenge exists to use this method.

Section 12: Restrictions on Voting.

- A. The BOC Chairperson, or acting Chairperson, votes only in case of a tie vote, in which case he/she shall vote to break the tie. In the event of a tie, the Chairperson cannot elect to abstain from voting.
- B. A Commissioner may not vote upon or take part in deliberations concerning matters involving litigation in which the Commissioner is a party or is a director, officer, employee, shareholder or interest holder in a party adverse to the Authority.
- C. Unless prohibited by tribal law or federal regulation, a Commissioner may vote on any other matter in which he/she has an interest if:
 1. The interest and apparent conflict are disclosed before the vote on the matter;
 2. A majority of the uninterested Commissioners present and forming a quorum formally vote to allow the interested Commissioner to vote.
- D. Commissioners shall recuse and remove themselves from discussion if the matter involves a member of the Commissioner's nuclear family, as that term is defined in Article XII Section 6 of these By-Laws, or current or former spouse.
- E. Commissioners cannot vote and advocate on behalf of a nuclear family member, or spouse on matters relating to housing, employment, or other activities of the Authority.
- F. If an interested Commissioner is disqualified from voting, then for the purposes of these By-Laws, the disqualified Commissioner is considered to be not present

when determining the majority necessary to constitute a quorum and take action for the Authority.

- G. In addition to the circumstances described in subsection B 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 one in which the Commissioner would be considered to have an interest under NAHASDA or applicable federal regulations;
 3. The matter involves a contract or transaction with an entity in which the Commissioner is an officer, director, employee, shareholder, joint venture, or other interest holder; or
 4. A Commissioner would receive a direct and substantial economic benefit from the Authority’s disposition of the matter, other than a benefit derived from the Commissioner’s status as a participant in an Authority program, resident of an affected community, or member of the public.
- H. If after Commissioner discussion, one Commissioner has factual information in which another Commissioner has an “interest,” then the BOC may take a vote on the matter if the matter is properly motioned and seconded. The potentially interested member shall not participate in the vote to determine whether he/she has an “interest.” A quorum must be present for that vote and all other voting rules apply.

Section 13: Meeting Minutes.

- A. Subject to the supervision of the BOC Secretary, the Executive Director’s Secretary (or other individual designated by the BOC Chairperson or Executive Director) shall be responsible for the preparation of the official written minutes of the BOC meeting.
- B. The Minutes of the BOC meeting shall be prepared and provided to the BOC Secretary for review prior to the next regularly scheduled BOC meeting.

Section 14: Disposition of BOC Meeting Minutes.

- A. At a minimum, seven (7) copies of the BOC Meeting Minutes shall be prepared for distribution as follows:
1. One (1) copy shall be forwarded to each of the five (5) Commissioners.

2. One (1) copy shall be forwarded to both the Executive Director and Personnel Officer.
- B. Other copies, either in full or partial excerpts, of the minutes may be made and distributed as deemed necessary by either the Executive Director with BOC approval.
 - C. The original BOC Meeting Minutes shall be archived at the Authority's Office for historical purposes.
 - D. No BOC Meeting Minutes shall be made public until approved by the Board of Commissioners.

ARTICLE XI

COMPENSATION

Section 1: Right to Compensation. Commissioners are entitled to receive compensation for their services to the extent allowed under law, including travel and per diem expenses incurred in the discharge and through the course of their official duties.

Section 2: Compensation for BOC Meetings.

- A. HUD/ONAP Guidance. In accordance with HUD/ONAP-NAHASDA Guidance Bulletin No. 98-13, each Commissioner is entitled to be compensated for attending BOC meetings (See Appendix 9 of NAHASDA Guidance Bulletin No. 98-13).
- B. Amount of Compensation. In accordance with HUD/ONAP-NAHASDA Guidance Bulletin No. 98-13, each Commissioner is entitled to receive a \$100.00 stipend for each duly called official meeting requiring action of the BOC. Payment of Commissioner stipend shall be prepared bi-weekly for all BOC meetings held during the month.
- C. Notice of Attendance Required.
 1. Commissioners must be signed in and present for the entirety of the meeting to receive compensation (stipend/mileage) for that BOC meeting.
 2. Attendance at BOC meetings shall be documented on the Authority's Meeting Attendance Claim Voucher form. This shall be accomplished by the Commissioner filling out the form, obtaining the required signature and submitting the form to Authority personnel (See Appendix 10 for the Authority's Meeting Attendance Claim Voucher form).

3. Each Commissioner shall themselves or delegate to YSHA administrative personnel for the Commissioner's mileage to be entered on the Meeting Attendance Claim Voucher form to be compensated for mileage to and from the BOC meeting location as computed in accordance with the Authority's Travel Policy.
4. The mileage rate shall be adjusted annually by the Federal Government for inflation. Authority staff shall consult the Federal Register after the first of the fiscal year (October 1) to obtain the most current rate.
5. The Executive Director (or his/her designee) must sign off on all such meeting payment records before they are processed for payment.
6. Each completed Meeting Attendance Voucher Claim form shall be submitted to the Authority's Finance Department for processing and payment.
7. The Authority's Finance Manager shall prepare an end of the year IRS Form W-2 Wage and Tax Statement or Form 1099 (as requested) to document stipend payments.
8. Stipend payments are subject federal taxes. An IRS W-4 Employee's Withholding Allowance Certificate is to be completed annually (see Appendix 11-IRS Form W-2 Wage and Tax Statement and 1099 form).

Section 3: Compensation for Travel and Seminars, Meetings and Conferences.

- A. The Executive Director shall keep the BOC apprised of upcoming travel and training opportunities on Indian housing issues that may benefit the Commissioners.
- B. Commissioners who desire to participate in housing related training sessions, seminars, meetings, or conferences, shall make their desire known to the BOC Chairperson and Executive Director.
- C. Commissioners shall be sent to represent the Authority at any given training, seminar, meeting or conference, however, this varies based on the current issues concerning the BOC at that time. Instances exist where multiple Commissioners may need to attend a given training, seminar, meeting, or conference. The BOC has sole discretion to determine how many Commissioners may travel at one time to a training, seminar, meeting, or conference.
- D. Approving Commissioners for travel, attendance at training, seminars, meetings or conferences shall be dependent on the availability of funding in the BOC's annual travel/training budget. The BOC shall follow and be subject to the Authority's Travel Policy.

- E. Commissioners representing the Authority at training sessions, seminars, meetings or conferences, shall submit a full report (written or verbal) to the BOC at the next regularly scheduled BOC meeting following their return.
- F. Commissioners approved for official travel are subject to the provisions of the Authority's Travel Policy with regard to advance payment, vehicle usage, compensation and reconciliation of travel.
- G. Compensation for official travel is not subject to taxation (i.e. issuance of IRS Form W-2) and is considered direct reimbursement for actual expenses incurred.

ARTICLE XII

INDEMNIFICATION OF OFFICERS, COMMISSIONERS AND EMPLOYEES

Section 1: Indemnification.

- A. Individuals listed in Section 1(B) of Article XII, shall be indemnified and defended (hereinafter referred to as "indemnity" or "indemnification") by the Authority against all expenses and liabilities, including but not limited to judgments, fines, voluntary settlements, and legal fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, with respect to any act or omission within the scope of that person's employment or authority within the Authority.
- B. If an officer, director, Commissioner or employee is made a party solely in his/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 this Article.

Section 2: Demand for Indemnification.

- A. Any officer, director, Commissioner or employee made a party in his/her individual capacity may demand indemnification from YSHA upon a written notice to the BOC Chairperson. The demand shall state the facts and circumstances which caused the requested indemnification by the officer, director, Commissioner or employee. The BOC Chairperson shall place the demand of indemnification on the agenda for the next BOC meeting for review. The BOC shall make a decision on the request for indemnification at the earliest possible date. A Special Meeting may be called on the matter under the conditions set forth in Article XI above.
- B. Unless ordered by a court, or as provided in Section 1 of this Article, all decisions upon whether to authorize indemnification shall be made on a case-by-case basis.

Factors considered by the BOC include whether the officer, director, Commissioner or employee to be indemnified acted in good faith, and in a manner the person reasonably believed to be in the best interest of the Authority. With respect to a criminal action or proceeding, the BOC should consider whether the person requesting indemnification had reasonable cause to believe the conduct was unlawful. The BOC shall provide indemnification unless it makes a good faith determination that the officer, director, Commissioner or employee has not met the standard of conduct.

- Negligence alone does not constitute a violation of the Standard of Conduct.

Section 3: Insurance. At the discretion of the BOC, the Authority may purchase and maintain insurance on behalf of any person, who is or was a director, Commissioner, officer, employee, or agent of the Authority, against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Authority would have the power to indemnify him/her against such liability.

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

Section 5: Relationship to Other Indemnification Rights and Standards. Indemnification authorized by this Article shall be considered a right—and not in lieu of any other right—to which those identified may be entitled under any statute or corporate action, including but not limited to any insurance policy the Authority may have purchased for said officer, director, Commissioner or employee as named insured. It is the intent of this Article that the Authority indemnify its officers, Commissioners, and employees to the fullest extent allowed by law. This Article is intended to be construed in accordance with all conditions of coverage, or other provisions, of all applicable insurance policies. Any inconsistent clause of this Article with the By-Laws shall be severed from the rest of the Amended By-Laws as to make the inconsistent clause(s) ineffective. The insurance-policy provision 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 provision of any such insurance be construed as limiting the scope of the indemnification intended herein.

Section 6: Definitions.

- A. “Nuclear family” consists of the employee, director, or Commissioner, his or her current or former spouse and their dependent or adult children.
- B. “Party” includes a person who was, or is threatened to be made, a named defendant or respondent in a proceeding.

- C. “Proceeding” includes any threatened, pending, or completed action, suit or proceeding whether civil, criminal or investigative.

ARTICLE XIII

AMENDMENTS TO BY-LAWS

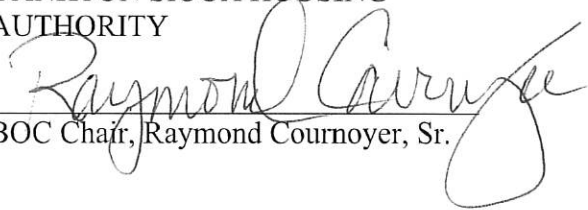
- Section 1: Recommendation for Amendments. Recommendations that the By-Laws of the Board of Commissioners for the Yankton Sioux Housing Authority be amended shall only be discussed during an official meeting of the BOC. Any Commissioner can advance a recommendation for amendment, with just cause, during the meeting.
- Section 2: Amendments to By-Laws. The By-Laws of the Authority shall be amended only with the approval of at least three (3) Commissioners at any BOC meeting provided that at least seven (7) calendar days written notice thereof has been previously given to all Commissioners.
- Section 3: Documenting Amendments. All correspondence (i.e., meeting minutes extracts, motions, resolutions, etc.) pertaining to Amendment of the By-Laws shall be filed with the By-Laws and made a permanent part of the By-Laws record. Such correspondence shall be filed under the Change Register Appendix of these By-Laws.

ARTICLE XVI

ADOPTION

These By-Laws were amended and adopted by Resolution, passed and approved by the Board of Commissioners of the Yankton Sioux Housing Authority this 18th day of April 2023.

YANKTON SIOUX HOUSING
AUTHORITY


BOC Chair, Raymond Cournoyer, Sr.

04-18-2023
Date

ATTEST


Secretary, Sasheen Stone

04.18.2023
Date

Distribution: Commissioners
Executive Director
Yankton Sioux Tribe Chairperson's Office
Yankton Sioux Tribe Vice Chairperson's Office
HUD/ONAP