



BYLAWS

OF THE BOARD OF COMMISSIONERS

OF THE CHICAGO HOUSING AUTHORITY

**Published by Authority of the Chicago
Housing Authority of the City of Chicago**

Presented for Approval on July 29, 2025

TABLE OF CONTENTS
BYLAWS OF THE CHICAGO HOUSING AUTHORITY

PREAMBLE	1
ARTICLE I. ADMINISTRATION	2
Section 1: Management.....	2
Section 2: Chairperson and Vice Chairperson.....	2
Section 3: Officers and Employees	2
Section 4: Term of Office of Commissioners	3
Section 5: Duties and Compensation of Officers and Employees	3
Section 6: Chairperson	3
Section 7: Vice Chairperson	3
Section 8: Board Secretary	3
ARTICLE II. COMMITMENT TO ETHICS AND THE	4
Section 1: Commitments to Ethics and the Prohibition of Harassment	4
ARTICLE III. MEETINGS.....	4
Section 1: Open Meetings Act.....	4
Section 2: Annual Meeting	4
Section 3: Regular Meetings	4
Section 4: Special Meetings	4
Section 5: Attendance by Means other than Physical Presence.....	5
Section 6: Public Participation	5
Section 7: Quorum	5
Section 8: Waiver of Notice	6
Section 9: Record of Proceedings.....	6
Section 10: Proxy Voting	6
Section 11: Efficiency and Productivity in Meetings.....	7
Section 12: Attendance Requirements	7
ARTICLE IV. COMMITTEES	7
Section 1: Committees	7
ARTICLE V. ESTABLISHMENT OF COMMITTEES	7
Section 1: Establishment of Committees.....	7
Section 2: <i>Ex-officio</i> member; Chair and Vice Chairperson.....	8
Section 3: Composition of Committees.....	8
Section 4: Committee Meetings	8
Section 5: Voting.....	8
Section 6: Quorum for Committee Meetings	8
Section 7: Vacancies	9
ARTICLE VI. MISCELLANEOUS	9
Section 1: Principal Offices.....	9
Section 2: Fiscal Year.....	9
Section 3: Demands for Money or Notes	9
ARTICLE VII. INDEMNIFICATION – COMMISSIONERS.....	9
Section 1: Commitment to Appear and Defend	9
Section 2: Expenses and Liabilities	9
Section 3: Selection of Counsel.....	10
Section 4: Forfeiture of Rights	10
ARTICLE VIII. INDEMNIFICATION – OFFICERS AND EMPLOYEES	10
Section 1: Indemnification	10
Section 2: Nature of Defense.....	11
Section 3: Forfeiture of Rights	11

ARTICLE IX. AMENDMENTS	11
Section 1: Amendments	11
ARTICLE X. DELEGATED AUTHORITY TO THE CHIEF EXECUTIVE OFFICER	12
Section 1: Housing Authorities Act.....	12
Section 2: Powers Delegated to Chief Executive Officer With Respect to Officers and Employees at Grade Level 13.	12
Section 3: Chief Executive Officer’s Report of Findings and Recommendations regarding Selection, Appointment, and Removal of Officers and Employees at Grade 13.....	12
Section 4: Powers Delegated to Chief Executive Officer With Respect to Officers and Employees Below Grade 13.....	13
Section 5: Chief Executive Officer’s Request for Ratification of Selection, Appointment, and Removal of Officers and Employees Below Grade Level 13.....	13
Section 6: Delegation by CEO.....	13
Section 7: Revocation of Authority	14
ARTICLE X. AUTHORITY IN THE EVENT OF A DECLARED STATE OF EMERGENCY ...	14
Section 1: Emergency Authorization.....	14
ARTICLE XI. COMMISSIONER ACCOUNTABILITY	14
ARTICLE XII. COMMISSIONER TRAINING	15
Section 1. Sexual Harassment Prevention.....	15
Section 2. Ethics Policy and Bylaws.....	15
Section 3. Open Meetings Act	15
ATTACHMENT 1. COMMISSIONERS’ CODE OF CONDUCT.....	16

BYLAWS OF THE CHICAGO HOUSING AUTHORITY

PREAMBLE

The Chicago Housing Authority was created pursuant to the provisions of an Act of the General Assembly of the State of Illinois, entitled "An Act in Relation to Housing Authorities," approved and in force March 19, 1934 (the "Housing Authorities Act"), and pursuant to a certificate of determination of the need for the creation of a Housing Authority of the City of Chicago, issued by the State Housing Board under date of April 5, 1934. Thereupon, the Mayor of the City of Chicago appointed five Commissioners of the Chicago Housing Authority, whose appointments were approved by the State Housing Board. The approvals of said State Housing Board were filed in the Office of the Recorder of Deeds of Cook County, Illinois, on the 8th day of January 1937, as Document Number 11932784 and recorded in Book 1058 of Records, at page 112 thereof. The five Commissioners designated in such certificate each accepted their respective appointments as one of said Commissioners.

Pursuant to Public Act 82-780 approved by the Governor of the State of Illinois on the 7th day of July, 1982, the Mayor of the City of Chicago appointed (3) Commissioners (one of which was to fill a vacancy) to fulfill the statutory requirement of seven (7) Commissioners for municipalities having over 500,000 inhabitants, said appointments having been filed in the Office of Recorder of Deeds of Cook County, Illinois on July 29, 1982 as Document Numbers 26305087, 26305088 and 26305089; also, the Mayor designated the first Mayoral-designated Chairperson of the Board of Commissioners, such designation having been made on August 2, 1982 as evidenced by document filed in the Recorder's Office aforesaid on August 9, 1982 as Document Number 26314218.

Pursuant to Public Acts 87-657, and 88-214, approved by the Governor of the State of Illinois on the 20th day of September 1991 and the 6th day of August 1993 respectively, three (3) additional Commissioner positions were created for each housing authority of a municipality of more than 1,000,000 inhabitants (creating a total of ten (10) Commissioner positions for such housing authorities). These Public Acts provided that the Mayor of the City of Chicago must appoint such Commissioners from current residents of the Chicago Housing Authority from a list presented by official tenants' associations of residents of the Chicago Housing Authority. Pursuant to Public Act 93-323, approved by the Governor of the State of Illinois on the 23rd day of July 2003, the Housing Authorities Act was amended to provide that two of the three Commissioners shall be appointed from such list; the third additional Commissioner is to be appointed by the Mayor from the officers of the official tenants' associations of residents of the Chicago Housing Authority.

These Bylaws are intended to empower commissioners in exercising their duties to act in the best interest of the Chicago Housing Authority and its residents. The Bylaws are not intended to limit Commissioner expression but rather to assure order, accountability, and efficiency.

Presented for Approval on 7/29/25

ARTICLE I. ADMINISTRATION

Section 1: Management

The Chicago Housing Authority (the “Authority” or “CHA”) is a municipal corporation and shall constitute a body corporate and politic, as provided in the Housing Authorities Act, 310 ILCS 10/1, *et seq.* The management and control of all officers, employees, property and business of the Chicago Housing Authority shall be vested in the Commissioners of the Chicago Housing Authority, which Commissioners are appointed and hold office in accordance with said Act. Commissioners meet as and are constituted as the Board of Commissioners (at times referred to herein as the “Board”). The Commissioners may by resolution make any delegation of discretionary powers or ministerial duties, to be exercised in accordance with standards, limitations, and controls which shall be set up in such resolution and which shall not be inconsistent with the Housing Authorities Act, to any committee or committees of one or more chosen from among their number. Any action taken in the name of the Authority by a person or persons to whom such powers or duties have been so delegated shall be the action of the Authority and binding upon it, provided such action is pursuant to and within the scope of the delegation resolution, and consistent with the Housing Authorities Act and other applicable law.

Section 2: Chairperson and Vice Chairperson

The Housing Authorities Act provides for the Chairperson and Vice Chairperson who shall be selected as follows:

- a. Chairperson. One Commissioner is appointed as Chairperson upon designation by the Mayor of the City of Chicago and filing of the Certificate of Appointment with the Recorder of Deeds of Cook County.
- b. Vice Chairperson. The Chairperson shall nominate and, subject to the approval of the Commissioners, appoint from among the Commissioners a Vice Chairperson. The Vice Chairperson shall serve for a term of one year and until his or her successor is nominated and approved.
- c. The Commissioners may establish a salary or per diem allowance for the services of the Commissioner who serves as Chairperson.

Section 3: Officers and Employees

Subject and pursuant to the Housing Authorities Act, the Authority shall from time to time select and appoint a chief executive officer and such other officers and employees as may be required for the performance of the duties of the Authority. Under the Housing Authorities Act, Commissioners are not officers or employees of the Authority.

Section 4: Term of Office of Commissioners

Subject and pursuant to the Act, there are a total of ten (10) Commissioner positions on the Board. Commissioners are appointed by the Mayor of the City of Chicago, subject to approval of the Chicago City Council. Three of the ten Commissioners are current residents of the Authority. The length and term of office for each Commissioner is identified in Section 10/3 of the Act.

Section 5: Duties and Compensation of Officers and Employees

The Commissioners shall prescribe duties of all officers and employees and fix the compensation, as applicable, of each officer and employee, subject to the right of the Commissioners to delegate such powers to the chief executive officer, as provided for in these Bylaws or pursuant to a duly enacted resolution in accordance with applicable law and Section 1 of this Article I.

Section 6: Chairperson

The Chairperson shall preside at all meetings of the Authority and sign all official orders thereof; shall have general supervision over the business and affairs of the Authority; shall see that all orders and resolutions of the Authority are carried into effect; in carrying out the resolutions of the Authority, shall execute bonds, mortgages and other contracts requiring the seal of the Authority; and shall also have such additional powers and duties as may from time to time be imposed upon the Chairperson by the Authority, subject however, to the right of the Authority, in accordance with Section 1 of this Article I, to delegate any specific power or duty, except such as may be made by statute exclusively conferred on the Chairperson.

Section 7: Vice Chairperson

The Vice Chairperson, in the absence of the Chairperson, or in the case of the disability of the Chairperson, shall perform the functions of the office of the Chairperson.

Section 8: Board Secretary

The Board Secretary is an employee of the Authority and reports to the Chairperson. The Board Secretary is not an officer, Commissioner, or a Member of the Board. The Board Secretary shall keep the minutes of the Board and Committee meetings; shall assure that all notices are given in accordance with the provisions of these Bylaws and as required by law; shall be the custodian of the Authority's records; shall certify the authenticity of copies of the Bylaws, resolutions of the Board of Commissioners and committees thereof, and all other documents of the Authority; and shall perform all other duties and responsibilities stated in these Bylaws and such other duties as from time to time may be assigned by the Chairperson or by the Board of Commissioners. The Chairperson shall nominate and, subject to the approval of the Commissioners, appoint the Board Secretary on an annual basis.

ARTICLE II. COMMITMENT TO ETHICS AND THE PROHIBITION OF HARASSMENT

Section 1: Commitments to Ethics and the Prohibition of Harassment

Commissioners shall at all times act in a professional and ethical manner in carrying out their duties. The Commissioners shall be bound by the CHA Ethics Policy, the CHA Harassment and Sexual Harassment policy, as well as the Commissioners' Code of Conduct.

ARTICLE III. MEETINGS

Section 1: Open Meetings Act

All meetings of the Authority and its committees shall be held in accordance with the provisions of the Open Meetings Act, 5 ILCS 120/1 et seq.

Section 2: Annual Meeting

The Annual Meeting of the Authority for the confirmation of the Vice Chairperson and Board Secretary shall be held on the third Tuesday of July of each year.

Section 3: Regular Meetings

Regular Meetings of the Authority shall be held in the principal office of the Authority, or at such other place within the City of Chicago as may be designated by the Chairperson, on the third Tuesday of each or every other month as determined on an annual basis by the Authority. The regular meetings shall include a Public Comment Session, a closed Executive Session for the purposes set forth in Section 2 of the Open Meetings Act, and an open Business Session.

No notice of the above regular meetings shall be required to be given to the Commissioners other than that required to be given under the Open Meetings Act, and it shall be the duty of the Commissioners to attend such meetings without any additional notice.

Section 4: Special Meetings

Special meetings of the Authority may be called at any time by the Chairperson, or in his or her absence, by the Vice Chairperson on 48 hours' notice to each Commissioner either personally, by mail or by electronic transmission. Special meetings shall be called by the Chairperson in like manner and on like notice upon the written request of three or more Commissioners.

Attendance of a Commissioner at any special meeting and participation therein without objecting at the opening of such meeting that it was not lawfully called shall constitute a waiver of notice of such meeting. Failure to give notice of such meeting to a Commissioner so attending it and making no such objection shall in no way affect the validity of any action taken at such meeting.

In an emergency not admitting of delay, a special meeting may be held. Notice of a special meeting held on an emergency basis shall be given as soon as practicable.

Section 5: Attendance by Means other than Physical Presence

If a quorum of the Commissioners is physically present at any regular, special or emergency meeting, a majority of the quorum may allow a Commissioner to attend a meeting via video or audio conference if the Commissioner is prevented from physically attending because of (a) personal illness or disability; (b) employment purposes or the business of the Authority; (c) a family or other emergency; or (d) unexpected childcare obligations. If a Commissioner wishes to attend a meeting by video or audio conference, the Commissioner must notify the Custodian and Keeper of Records and Official Documents of the Authority before the meeting unless advance notice is impractical.

The Commissioner participating electronically and other Commissioners of the Authority must be able to communicate effectively, and members of the audience must be able to hear all communications at the meeting site. Before allowing electronic attendance at any meeting, the Authority shall provide equipment adequate to accomplish this objective at the meeting site.

Any Commissioner attending electronically shall be considered an off-site attendee and counted as present electronically for that meeting. The meeting minutes shall also reflect and state specifically whether each Commissioner is physically present or present by electronic means.

A Commissioner permitted to attend electronically will be able to express his or her comments during the meeting and participate in the same capacity as those Commissioners physically present, subject to all general meeting guidelines and procedures previously adopted and adhered to. The Commissioner attending electronically shall be heard, considered, and counted as to any vote taken. Accordingly, the name of any Commissioner attending electronically shall be called during any vote taken, and his or her vote counted and recorded and placed in the minutes for the corresponding meeting. A Commissioner attending electronically may leave a meeting and return as in the case of any Commissioner, provided the Commissioner attending electronically shall announce his or her leaving and returning.

In addition to the meetings identified in Section 5 (Attendance by Means other than Physical Presence), Section 5 shall apply to all Committee meetings.

Section 6: Public Participation

The Commissioners shall adopt rules governing public participation at the meetings conducted by the Authority and its Committees.

Section 7: Quorum

A quorum consists of a majority of Commissioners and is the minimum number of Commissioners who must be present at a meeting for the transaction of business. A majority is defined generally as the number greater than half of any total. Pursuant to the Housing Authorities Act, six commissioners shall constitute a quorum for the transaction of the business of the

Authority at any Board meeting. In the absence of a quorum the meeting may be adjourned by the Chairperson, Vice Chairperson or any Commissioner present, in such order, to a given date, subject to the approval of the Chairperson, or in his or her absence, the Vice Chairperson. The Chairperson or Vice Chairperson may issue or cause the Secretary to issue such notice. The notice shall comply with the requirements of the Open Meetings Act.

Section 8: Waiver of Notice

A written waiver of any notice that is required by this Article III, if such waiver is signed by a Commissioner either before or after the time stated in said waiver for holding a meeting, shall be deemed equivalent to a notice required to be given such Commissioner.

Section 9: Record of Proceedings

The Chairperson shall nominate and, subject to the approval of the Commissioners, appoint a person to record all votes; keep a record of the proceedings of the Authority in a minute book to be kept for that purpose; maintain verbatim recordings of the closed Executive Session proceedings of the Authority; cause notice to be given of all meetings of the Authority; keep in safe custody the seal of the Authority; affix such seal to all contracts and other instruments authorized by the Authority and requiring such seal; keep the records of all standing and special committees of the Authority and keep the record thereof; be Custodian and Keeper of Records and Official Documents of the Authority; and perform such other duties as are incident thereto.

Unless, there is an appointment to contrary, these duties shall be performed by the Secretary of the Board.

Section 10: Proxy Voting

In the event that a Commissioner is prevented from physically or electronically participating in a Board or Committee meeting, the Commissioner may authorize another Commissioner to act on his or her behalf by proxy on any or all matters in which the absent Commissioner is entitled to participate. An absent Commissioner may only authorize another Commissioner to vote on his or her behalf if the absent Commissioner has reviewed the written materials provided to the Board (or Committee) pertaining to the agenda items covered by the proxy. The absent Commissioner shall not be counted towards the quorum. Any such proxy shall be in writing and provided to the Chairperson or the Vice Chairperson, and the Committee Chair (as applicable) with a copy to the Secretary of the Board, prior to the start of the Board or Committee meeting. The proxy shall identify the specific meeting to which the proxy applies and shall clearly define the scope of the proxy holder's authority. The use of a proxy shall be stated in the record of the proceedings. Any such proxy shall be revocable at any time. No Commissioner may vote by proxy more than once in a calendar year. A proxy used for both a Committee meeting and the Board meeting in the same month shall count as a single use of a proxy.

Section 11: Efficiency and Productivity in Meetings

In the interests of time efficiency and meeting productivity, Commissioners shall be mindful of the length of their remarks and shall use best efforts to be concise during Board meetings.

Section 12: Attendance Requirements

Should any Commissioner have three (3) consecutive absences where the Commissioner is not physically or electronically present at a Board meeting in one calendar year, the Chairperson shall issue a warning to the Commissioner.

ARTICLE IV. COMMITTEES

Section 1: Committees

The Chairperson, as deemed necessary to carry out work of the Authority, shall appoint all committees, standing and special. The standing and special committees shall be established by resolution(s) of the Commissioners, which resolution(s) shall include the composition (including provisions for ex-officio membership), duties and responsibilities of each Committee.

ARTICLE V. ESTABLISHMENT OF COMMITTEES

Section 1: Establishment of Committees

The Board hereby provides for and establishes three (3) Committees of the Board with the titles and areas of responsibilities as follows:

- a) **Finance & Audit Committee**: the consideration of all matters set forth in the Finance and Audit Committee Charter. Also, the consideration of all matters related to the revenues and outlays of the Authority, including all purchases and contracts except those matters under the Real Estate Operations Development Committee areas of responsibilities, and the policies and procedures related thereto, and the consideration of all audit and other matters.
- b) **Real Estate Operations Development Committee**: the consideration of all matters relating to the creation, acquisition, or development of any and all new units to be subsidized by the Authority; the redevelopment or disposition of any and all real property owned by or under the control of the Authority, the demolition of any housing units owned by or under the control of the Authority; the rehabilitation of any housing units including those that shall in the future be counted toward the 25,000 unit goal of the Authority's Restated and Amended Moving to Work Agreement; the operation, maintenance, and repair of facilities; professional and construction services for the acquisition, development, rehabilitation, redevelopment, demolition, disposition and replacement of facilities, and the policies and procedures related thereto; and the operation and administration of the Housing Voucher Program.

- c) **Tenant Services Committee**: the consideration of all matters related directly to the social and personal well-being of residents, including tenant selection and retention, security, youth programs, elderly programs, employment training and readiness programs and other economic development and social services issues.

Section 2: *Ex-officio* member; Chair and Vice Chairperson

The Chairperson and the Vice Chairperson of the Board shall each be *ex-officio* members of each Committee, unless also a member of any such Committee. The Chairperson and the Vice Chairperson shall be counted present for purposes of establishing a quorum only for the Committees of which they are members. The Chairperson will appoint the Committee members to each Committee and will select one Committee member to serve as the Committee Chair for each Committee.

Section 3: Composition of Committees

Each Committee shall consist of five (5) Commissioners in addition to any *ex-officio* members. The Chairperson shall be authorized to determine the configuration of any Committee without further action from the Board.

Section 4: Committee Meetings

Each Committee may meet, when deemed necessary, prior to the regular meeting of the Board to consider issues pertinent to such Committee. Each committee shall establish annually a calendar of its regular meetings for the next twelve months. The Committee Chair, Chairperson of the Board of Commissioners, or any two (2) Committee members may call a special meeting upon at least 48 hours prior notice, all in compliance with the Open Meetings Act.

Section 5: Voting

The affirmative vote of a majority of the members of a Committee is necessary to adopt any motion or resolution unless a greater number is otherwise required. Where the Chairperson is not a member of a Committee, the Chairperson may vote, but only in the instance of breaking a tie vote by members of the Committee. Any motion or resolution, regardless of the Committee vote (or in the absence of a Committee vote), may be presented to the full Board for its consideration at the discretion of the Committee Chair, Chairperson or Vice Chairperson.

Section 6: Quorum for Committee Meetings

The physical attendance of at least 3 members (excluding *ex-officio* members) shall be required to establish a quorum for a Committee meeting. Members not physically present may participate in meetings in accordance with the Open Meetings Act.

Section 7: Vacancies

Any vacancy on a Committee created by a vacancy in any Commissioner's office shall be filled by the person succeeding to such Commissioner's office.

ARTICLE VI. MISCELLANEOUS

Section 1: Principal Offices

The principal offices of the Authority shall be located in the City of Chicago, Cook County, Illinois. The principal offices of the Authority are currently located at 60 East Van Buren Street, Chicago, Illinois, but may be changed by resolution of the Authority. Except as otherwise required by resolution of the Authority all of its books and records shall be kept at the principal offices of the Authority.

Section 2: Fiscal Year

The fiscal year shall begin with the first day of January of each year and end with the last day of December of the same year. At the end of each fiscal year, the Chicago Housing Authority, shall employ a recognized firm of auditors and accountants to audit such books of the Authority.

Section 3: Demands for Money or Notes

All demands for money or notes of the Authority other than checks shall be signed by the Chairperson or Vice Chairperson or by such other person or persons as the Authority may from time to time designate.

ARTICLE VII. INDEMNIFICATION – COMMISSIONERS

Section 1: Commitment to Appear and Defend

The Authority shall appear and defend any current or former CHA Commissioner, Board Secretary, or Employees' Retirement Plan Trustee ("Trustee") against any claim, action, suit, or proceeding, whether actual or threatened, other than an action by or in the right of the Authority, and including civil, administrative, or investigative, as well as all appeals, allegedly arising out of an act or omission occurring within the Commissioner, Board Secretary, or Trustee's respective scope of service and regardless of the final resolution of the claim, action, investigation, suit or proceeding, provided further that he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the Authority's best interest. Persons with knowledge of the existence of any matter which may give rise to such defense shall promptly notify the General Counsel in writing.

Section 2: Expenses and Liabilities

The costs and expenses in defending the claims and other matters described in Section 1, including but not be limited to counsel fees, expert witness fees, court reporters, travel expenses and

other fees, costs and disbursements shall be provided in accordance with any applicable insurance coverage. To the extent insurance coverage is insufficient or unavailable, the Authority shall cover such fees and expenses but only if and to the extent reasonable and necessary. The Authority shall cover judgments, fines, penalties and settlement amounts agreed to by the Authority on behalf of such Commissioner, Board Secretary, or Trustee, provided the requirements of Section 1, the Commitment to Appear and Defend, are satisfied, and in collaboration with any applicable insurance as to a settlement amount. However, the Authority shall not cover or in any way indemnify a Commissioner, Board Secretary or Trustee for any portion of a judgment representing an award for punitive or exemplary damages.

Section 3: Selection of Counsel

Subject to the applicability of Section 1, the Commitment to Appear and Defend, the defense of the claim, action, suit or proceeding shall be tendered to insurance, pursuant to any applicable insurance policy, to be handled by an attorney agreed to, as practicable, by the respective Commissioner, Board Secretary or Trustee and the Authority, subject to any restrictions by the applicable insurance policy. Counsel shall have a dual reporting responsibility, and work cooperatively with the Authority's General Counsel. The Authority shall use its insurance to cover reasonable attorneys' fees and expenses incurred on behalf of the current or former Commissioner, Board Secretary or Trustee, but to the extent insurance is insufficient or unavailable, the Authority shall cover the such fees and expenses so long as the attorneys' fees and expenses are reasonable relative to the fees and expenses the Authority would pay to outside counsel for similar representation. Such fees and expenses shall be subject to review for reasonableness and approval by the Authority's General Counsel.

Section 4: Forfeiture of Rights

Notwithstanding any other provision herein, the Authority shall be under no obligation to appear, defend, pay or indemnify any current or former CHA Commissioner, Board Secretary, or Trustee who is adjudged to be guilty of a criminal offense, liable for fraud, or liable to the Authority for damages, in addition to the limitations identified in Section 1, Commitment to Appear and Defend. If, following the defense and/or any payments, including indemnification payments, it is determined that a current or former Commissioner, Board Secretary, or Trustee who received such payments, or on whose behalf such payments were made, was not entitled to such defense or indemnification, the Authority shall be authorized to recover from such current or former Commissioner, Board Secretary, or Trustee all sums paid, including all defense fees and costs, and all sums expended on any judgment, fee or settlement, as well as all legal costs, fees and attorneys' fees incurred in recovering the sums expended in the ineligible defense.

ARTICLE VIII. INDEMNIFICATION – OFFICERS AND EMPLOYEES

Section 1: Indemnification

Article VIII sets forth the provisions governing current or former CHA employees and officers. The Authority shall appear and defend against any claim, action, suit, or proceeding, whether actual or threatened, including civil, administrative, or investigative, other than an action by or in the right of the Authority, and including appeals, based on an injury allegedly arising out

of an act or omission occurring within the scope of his or her employment, and shall pay the amount of a judgment based on such claim or action, and pay the amount of a compromise or settlement of such claim or action; subject to the limitation, however, that there shall be no payment where prohibited by law and: (a) for the amount of any punitive damages or exemplary awarded, including the amount of any punitive damages awarded under a statute providing for a doubling, trebling or other multiple of actual damages; or (b) in relation to matters as to which the current or former employee shall be adjudged to be guilty of a criminal offense, liable for fraud, or liable to the Authority for damages, subject to the provisions of applicable law.

Section 2: Nature of Defense

The Authority shall appear and defend any noncriminal claim, action, suit or proceeding threatened or pending against any current or former CHA employee or officer that is based on an injury allegedly arising out of an act or omission occurring within the scope of his or her employment. Pursuant to such commitment to appear and defend, the Authority shall: select and retain counsel, where reasonable and necessary; direct and control the defense of the matter, including all decisions regarding the settlement or compromise of claim(s); and incur reasonable and necessary expenses.

Section 3: Forfeiture of Rights

Subject to the applicable provisions of law, the Authority shall have no obligation to defend any current or former employee or officer who is adjudged to be guilty of a criminal offense, liable for fraud, liable to the Authority for damages, or otherwise based on an injury allegedly arising out of an act or omission occurring outside the scope of his or her employment. If, following any defense or other payments in connection with a claim or matter under this Article, it is determined that a current or former employee or officer who received such defense was not entitled to such indemnification, the Authority shall be authorized to recover from such employee or officer all sums paid, including all defense fees and costs paid, and all sums expended on any judgment, fee or settlement, as well as all legal costs, fees and attorneys' fees incurred in recovering the ineligible defense.

ARTICLE IX. AMENDMENTS

Section 1: Amendments

These By-Laws may be altered, amended or repealed by a majority of the Commissioners at any regular or special meeting of the Authority if notice of the proposed alterations, amendment or repeal is contained in a written notice to the Commissioners not less than thirty days before such meeting date.

In no event, however, shall Articles VII and/or VIII (Indemnification), or any subparts thereof, be retroactively altered, amended or repealed subsequent to the date of adoption of this Amendment to the Bylaws by the Authority. Said Articles, or any subparts thereof, may only be altered, amended or repealed prospectively and any purported retroactive amendment of said Articles shall be null and void.

In the event that said Articles are subsequently altered, amended or repealed, all persons indemnified under said Articles, prior to such alteration, amendment or repeal, shall continue to be indemnified to the same extent for any and all claims, actions, suits or proceedings arising out of any act or omission, whether known or unknown, which occurred prior to the date of said alteration, amendment or repeal.

Notwithstanding the foregoing, to the extent the Open Meetings Act and the Housing Authorities Act are amended from time to time, these By-laws shall be deemed to incorporate all applicable amendments without further action of the Board.

ARTICLE X. DELEGATED AUTHORITY TO THE CHIEF EXECUTIVE OFFICER

Section 1: Housing Authorities Act

Section 6 of the Act, provides, *inter alia*, as follows:

The commissioners shall, from time to time, select and appoint a chief executive officer and officers and employees, including engineering, architectural and legal assistants, as they may require for the performance of their duties, and may prescribe the duties and compensation of each officer and employee or expressly delegate that authority to the chief executive officer;

Section 2: Powers Delegated to Chief Executive Officer With Respect to Officers and Employees at Grade Level 13.

As to officers and employees at Grade Level 13, the Board hereby authorizes and delegates to the Chief Executive Officer the power to: 1) make findings and recommendations regarding the selection, appointment, and removal of each such officers and employee; and 2) prescribe the duties and compensation of each such officer and employee. The Chief Executive Officer shall exercise such authority within the constraints of the approved budget for the fiscal year in which such delegated action is taken. The responsibilities of the Chief Executive Officer as delegated herein shall be implemented in a manner that promotes the efficient disposition of all matters within the jurisdiction of the Authority and is consistent with the requirements of applicable federal, state, and local laws, rules, and regulations.

Section 3: Chief Executive Officer's Report of Findings and Recommendations regarding Selection, Appointment, and Removal of Officers and Employees at Grade 13.

- a) The Chief Executive Officer shall submit to the Board for its review and approval in advance of regular Board meetings a report setting forth findings and recommendations concerning the selection, appointment and removal of officers and employees at Grade 13 in a Report of Personnel Findings Recommendations and Action (the "Report") which shall include, without limitation, a statement of the purpose of and necessity for the recommended actions(s).

- b) In the event that the Chief Executive Officer determines that, good business practices or other appropriate circumstances exist that support the selection, appointment, or removal of certain officers and employees in advance of the regular Board meetings, the Chief Executive Officer is authorized to take such action with the prior approval of the Chairperson. A description of such action shall be included in the Report for ratification by the Board.

Section 4: Powers Delegated to Chief Executive Officer With Respect to Officers and Employees Below Grade 13.

The Board hereby authorizes and delegates to the Chief Executive Officer the power to: 1) select, appoint, and remove officers and employees below Grade 13 (and any other officers or employees other than those described in Section 2, above) in advance of Board meetings and request ratification of such actions at regular Board meetings; and 2) prescribe the duties and compensation of each such officer and employee of the Authority. The Chief Executive Officer shall exercise such authority within the constraints of the approved budget for the fiscal year in which such delegated action is taken. The responsibilities of the Chief Executive Officer as delegated herein shall be implemented in a manner that promotes the efficient disposition of all matters within the jurisdiction of the Authority and is consistent with the requirements of applicable federal, state, and local laws, rules, and regulations. The delegation of authority to the CEO shall not apply to any position that reports to the Board.

Section 5: Chief Executive Officer's Request for Ratification of Selection, Appointment, and Removal of Officers and Employees Below Grade Level 13

The Report the Chief Executive Officer shall submit to the Board for its review and ratification of the selection, appointment and removal of officers and employees below Grade 13, shall set forth the purpose and necessity of such actions. Such Report shall describe the qualifications of any officer or employee selected or appointed and shall certify that such officer or employee was properly evaluated pursuant to CHA hiring standards and practices prior to selection or appointment.

Section 6: Delegation by CEO

The Chief Executive Officer may, as he or she deems appropriate, delegate to appropriate staff the investigatory, research or information gathering requirements of the Chief Executive Officer's delegated responsibilities as described herein. Any person carrying out these delegated activities shall not have the authority to make any decisions regarding the selection, appointment, removal, duties or compensation of any officers or employees of the Authority.

Section 7: Revocation of Authority

The Board may revoke in whole or in part any specific or implied delegation to the Chief Executive Officer.

ARTICLE X. AUTHORITY IN THE EVENT OF A DECLARED STATE OF EMERGENCY

Section 1: Emergency Authorization.

During periods of a declared national, state or local emergency, the Chairperson may suspend these Board Rules and adopt emergency guidelines regarding the conduct of Board matters, including the Public Participation Rules then in effect, to enable the Board to continue conducting the essential business of the Chicago Housing Authority in a manner in compliance with local, state and federal orders, guidelines, laws, and ordinances adopted or enacted to address and mitigate such emergency.

ARTICLE XI. COMMISSIONER ACCOUNTABILITY

Where Human Resources, the CHA's EEO & Ethics Officer and/or any other member of management that receives a complaint or otherwise learns of Commissioner misconduct of any kind, that person shall promptly refer the matter to the Inspector General. Employees may also bring complaint(s) of Commissioner misconduct directly to the Inspector General. Promptly after receiving a complaint or report of Commissioner misconduct, the Inspector General shall share the allegation(s) with the Chairperson (or Vice Chairperson if the accusation is exclusively directed toward the Chairperson).

Where the allegation(s), if true, could constitute a violation of the Bylaws, including the Code of Conduct, or a violation of the CHA Ethics Policy, or Harassment and Sexual Harassment Policy, the Chairperson (or Vice Chairperson if the accusation is exclusively directed toward the Chairperson) may request that the CHA Inspector General proceed with an investigation, or may refer the matter to outside counsel for investigation, if appropriate. The results of the investigation shall be shared with the Board in executive session.

The Board may respond to the complaint by issuing a warning, a formal censure, or may take other action or no action, as warranted. The Commissioner who is being investigated shall have the opportunity to present any and all evidence to the Board to support their position. Where the Board determines the Commissioner is incompetent or guilty of neglect of duty or malfeasance, the Board may issue a request to the Office of the Mayor that the Commissioner appear for a rule to show cause hearing, pursuant to the Housing Authorities Act, 310 ILCS 10/4.

The Board's response to the complaint shall be decided by a simple majority of the quorum of the Board, except that the question as to the issuance of a notification and request to the Office of the Mayor for a rule to show cause shall require a two-thirds majority of the quorum of the Board. The investigated Commissioner shall not be present during any deliberation or voting on how to respond to the complaint.

ARTICLE XII. COMMISSIONER TRAINING

Section 1. Sexual Harassment Prevention

On an annual basis, each Commissioner shall participate in sexual harassment prevention training.

Section 2. Ethics Policy and Bylaws

Within ninety (90) days of assuming responsibility as a Commissioner and on an annual basis thereafter, each Commissioner shall participate in training on the CHA Ethics Policy and the Bylaws. In addition, resident Commissioners shall participate in additional Ethics training by the CHA Ethics Officer specifically tailored to their unique role.

Section 3. Open Meetings Act

Each Commissioner shall complete training on the Open Meetings Act 5 ILCS 120/1, *et seq.*, no later than ninety (90) days after assuming responsibility as a Commissioner. After completing the training, each Commissioner shall file a copy of the certificate of completion with the Board Secretary. Training on the Open Meetings Act is only required once after assuming responsibility as a Commissioner.

ATTACHMENT 1. COMMISSIONERS' CODE OF CONDUCT

Each Commissioner shall be bound by the following pledge:

1. I pledge myself to professional conduct on the Board through my efforts and through the mutual efforts of my colleagues and by all other proper means available.
2. I pledge to abide by the rules and principles of this Code of Conduct and I pledge to comply with the CHA Ethics Policy as well as the CHA Harassment and Sexual Harassment Policy.
3. I pledge to exercise decorum during Board meetings and will avoid engaging in personal insults or attacks against other Board members, individual staff members, or any others.
4. I pledge my responsibilities are to serve in this capacity as a Government official, a community leader, and an advocate for the CHA and its Board. Once a decision has been reached by the Board, I will support it.
5. I pledge that I will not disclose privileged or other confidential material, and will respect the confidential nature of executive session and of documentation and other materials addressed in or disclosed in advance of executive session.
6. I pledge to avoid any conflict of interest, and will make any disclosures and decisions on abstaining in advance of a Board vote;
7. I pledge to view my service on the Board as an opportunity to serve my local community, the state and country, and support the objectives of providing its residents a decent, safe, and sanitary home and a suitable living environment.
8. I pledge myself to seek and maintain an equitable, honorable, and cooperative association with Board Members and fellow public housing officials and all others who are concerned with the proper and professional management of public housing developments
9. I pledge to try to make decisions in terms of the most economical and efficient method toward the best interests of all citizens, particularly those of low and moderate income. Decisions will provide an equal opportunity to all citizens, regardless of race, creed, sex, nationality, place of birth, age or other legally protected status.
10. I pledge to refuse to represent special interests or partisan politics or to use this Board for personal gain or for the gain of friends or supporters. I recognize that although I have been appointed by the Mayor, my responsibility is to the entire community.
11. I pledge that I shall not receive, directly or indirectly, any fee, rebate, commission, discount, gratuity, or any other benefit, whether monetary or otherwise, for the proper professional discharge of my duties, except authorized expenses and other benefits.
12. I will recognize that the power of the Board shall be vested with the particular Board in office, and not in any one Commissioner.
13. I pledge to observe local, state and Federal laws and regulations, the Bylaws and all other pertinent rules and regulations pertaining to the Board.