

HOUSING FINANCE AUTHORITY OF ST. JOHNS COUNTY, FLORIDA

BY-LAWS

ARTICLE I - RESIDENCE OR DOMICILE

The principal office of the Authority shall be in the City of St. Augustine, St. Johns County, Florida, but its business and other activities may be conducted within the territorial boundaries of the County, and within any area outside the territorial boundaries of the County, when not prohibited by law.

ARTICLE II - MEMBERS OF THE AUTHORITY

Section 1. General

As provided in the Ordinance and in the Act, the Authority shall be composed of five (5) members appointed by the Board of County Commissioners. One member shall be designated as Chairman. Not less than three (3) of the members shall be knowledgeable in one of the following fields: labor, finance or commerce. The terms of the members shall be four (4) years each, except that the terms of the initial members shall be as follows: two (2) members shall serve a term of one (1) year; one (1) member shall serve a term of two (2) years; one (1) member shall serve a term of three (3) years; and one (1) member shall serve a term of four (4) years. A member shall hold office until his successor has been appointed and qualified. Each vacancy shall be filled for the remainder of the unexpired term.

Section 2. Salary Compensation of Members

As provided in the Act, a member shall receive no compensation for his services, but shall be entitled to necessary expenses, including, but not limited to, traveling expenses incurred in the discharge of his duties.

ARTICLE III - MEETINGS OF AUTHORITY

Section 1. Regular Meetings

Regular meetings of the Authority shall be held at the place and on the day and hour previously set by Resolution of the Authority for the purpose of transacting such business as may come before the Authority.

Section 2. Special Meetings

Special meetings of the Authority may be held upon prior call of the Chairman, or of any three members of the Authority. Such call shall state the purpose, place, date and time of the special meeting and business transacted at special meetings shall be confined to the objects stated in the call unless the notice provides language to the effect that other matters may be considered. Upon any such call, it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided.

Section 3. Notice of Meetings

The Chairman, or the Secretary, in accordance with instructions of the Chairman of the Authority, shall provide notice of all meetings to each of the members of the Authority. Each such notice shall state the time and place of the meeting, but, except in the case of a special meeting, need not state its purpose or the matters to be discussed. Each such notice shall be delivered by telephone, messenger, telegraph or mail to each member of the Authority at least 48 hours before the date fixed for the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon paid addressed to the member of the Authority at his address as it appears on the records of the Authority. Meetings may be held without prior 48 hour notice provided that each of the members of the Authority shall sign a waiver of notice for said meeting, whether before or after the time stated therein. The attendance of a member of the Authority at any meeting shall constitute a waiver of notice of such meeting by such member of the Authority.

Section 4. Quorum.

Three (3) members shall constitute a quorum, and action may be taken by the Authority upon a vote of a majority of the members present.

Section 5. Adjournment

Meetings of the Authority may be adjourned if a quorum is present, without notice. If there is no quorum, meetings of the Authority may be adjourned by the members of the Authority present, or, if none, by the Secretary; provided, that notice of such adjournment shall be sent by the method prescribed above in Section #3 to those members of the Authority absent from such meeting at least 48 hours before the time to which such meeting shall be adjourned.

Section 6. Attendance

All meetings of the Authority at which official acts are to be taken by the Authority shall be public meetings open to the general public, provided, however, that only members of the Authority present at any such meeting shall be permitted to vote.

Section 7. Minutes

The minutes of each meeting of the Authority shall be under the custody of the Secretary and shall include a record of all actions taken and all resolutions adopted by the Authority. The minutes of each meeting of the Authority shall be read at the following meeting and presented for approval by the Secretary and shall be open to public inspection.

Section 8. Chairman of the Authority

The Chairman shall preside at all meetings of the Authority. In the absence of the Chairman, an Acting Chairman, appointed by the members of the Authority present, shall preside.

Section 9. Proceedings

The order of business of any meeting of the Authority shall be as follows:

- 1.) Roll call
- 2.) Approval of minutes of previous meetings.

- 3.) Reports of officers
- 4.) Reports of committees
- 5.) Unfinished business
- 6.) New business
- 7.) Election of officers
- 8.) Miscellaneous business
- 9.) Adjournment

Section 10. Procedure

Insofar as not inconsistent herewith, meetings shall be conducted pursuant to Robert's Rules of Order, but failure to comply therewith shall not affect the validity of any action taken.

ARTICLE IV - OFFICERS, AGENTS AND EMPLOYEES

Section 1. Number

The officers of the Authority shall be a Secretary and such other officer as may be designated by the Authority from time to time to perform such duties as may be designated by the Authority. The Authority may also have one or more Assistant Secretaries. The Secretary and any other officers shall be appointed from among the members of the Authority.

Section 2. Election and Term of Office

The officers shall be elected by the members of the Authority at any regular or special meeting of the Authority. Each officer shall hold office until his successor shall have been elected. Except as otherwise provided in these By-Laws, a permanent vacancy in any office may be filled by the Authority or by the Chairman, subject to the approval by the Authority.

Section 3. Removal of Officers by Authority

Any officer elected or appointed by the Authority or by the Chairman may be removed by the Authority or by the Chairman, subject to the approval of the

Authority, whenever in its or his judgment, the best interests of the Authority will be served thereby.

Section 4. Secretary

The Secretary shall:

- (a) keep the minutes of the meetings of the members and of the Authority in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with these By-Laws;
- (c) be custodian of the corporate records and of the seal of the Authority, and affix the seal of the Authority to documents, the execution of which, on behalf of the Authority under its seal is duly authorized in accordance with the provisions of these By-Laws;
- (d) keep a register of the names and post office addresses of all members of the Authority;
- (e) have general charge of the books of the Authority;
- (f) keep on file at all times a complete copy of the Ordinance and the By-Laws of the Authority containing all amendments thereto, (which copy shall always be open to the inspection of any members of the Authority); and,
- (g) in general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to the Secretary by the Authority.

The Authority may appoint one or more Assistant Secretaries to act in the absence of the Secretary and to perform such other duties as the Authority or the Chairman may from time to time prescribe.

Section 5. Powers and Duties of Officers and Employees

The powers of each officer of the Authority, as generally described in these By-Laws, shall be exercised personally by such officer, or, under such officer's supervision and control, by such officers, employees or agents as such officer may delegate to or designate for that purpose. The general duties of employees of the Authority shall be established by the Chairman. The Chairman may authorize the officers and employees of the Authority to exercise such other powers and perform such other duties of the Authority as shall be necessary or proper in connection with those specifically assigned to them under By-Laws or authorized by the Authority.

Section 6. Temporary Absence

In case of any temporary absence or disability of any officer, said officer shall designate one of such officer's principal assistants to perform such officer's duties, unless some other designation is made by the Chairman or by these By-Laws.

Section 7. Fidelity Bonds.

The Authority may require any or all officers, agents and employees charged with the collection, custody or disbursement of any funds, property, or negotiable securities of the Authority to give fidelity bonds, in such sum or sums and with such sureties as the Authority shall from time to time prescribe, and premiums thereof shall be paid by the Authority.

Section 8. Compensation

The compensation of employees or agents appointed by the Authority, if any, shall be fixed by the Authority.

ARTICLE V - OFFICIAL SEAL

The Official Seal of the Authority shall be circular in form and shall have inscribed thereon the name of the Authority. Said seal may be affixed by an impression, printing, stamping, or by any other method of reproduction, and the Chairman of the Authority may use the design of said seal upon such stationery, printed matter or other publications of the Authority as may be convenient and appropriate.

ARTICLE VI - MISCELLANEOUS

Section 1. Fiscal Year

The fiscal year of the Authority shall begin on the first day of October of each year and shall end on the last day of September of the succeeding year.

Section 2. Contracts

All contracts and obligations of the Authority hereinafter entered shall be

signed by the Chairman, or Acting Chairman, of the Authority unless, by a specific resolution of the Authority, a member of the Authority or an officer of the Authority shall be authorized to execute a specific contract or contracts for specific purposes approved by the Authority.

Section 3. Bonds and Notes

Bonds and notes issued by the Authority pursuant to the Act may be sold at public or private sale, all in accordance with the Act.

ARTICLE VII - AMENDMENTS

The By-Laws of the Authority may be altered, amended, suspended or repealed at a regular or special meeting of the Authority by a vote of not less than three (3) members of the Authority.

ST. JOHNS COUNTY RESOLUTION NO. 82-83 _____

WHEREAS, St. Johns County Ordinance #80-7 created the Housing Finance Authority of St. Johns County, (the Authority), and,

WHEREAS, the Housing Finance Authority recently amended its By-Laws and has, through its attorney, requested the Board of County Commissioners of St. Johns County to approve the amended By-Laws as a full and complete substitution of the Authority's previously existing By-Laws;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, as follows:

Section 1. The By-Laws adopted by the Housing Finance Authority of St. Johns County on _____ July 15th _____, 1982 are hereby approved as the By-Laws of the Authority as a complete substitution for its previously existing By-Laws.

Section 2. This Resolution shall take effect immediately upon its adoption.

This Resolution adopted at the regularly scheduled St. Johns County Board of County Commissioners meeting, this 27th day of July, 1982.

BOARD OF COUNTY COMMISSIONERS
OF ST. JOHNS COUNTY, FLORIDA

BY: Francis W. Brubaker
Its Chairman

ATTEST: Marie Hudson
CARL "BUD" MARKEL, CLERK
By: Deputy Clerk