DOC ID ----> 202103203044

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
02/05/2021	202103203044	AMENDED/RESTATED ARTICLES (AMA)	50.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

CINCINNATI METROPOLITAN HOUSING AUTHORITY
1627 WESTERN AVENUE
CINCINNATI, OH 45214

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose
1845038

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

SOUTHWEST OHIO HOUSING DEVELOPMENT, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
AMENDED/RESTATED ARTICLES	**202103203044**

Effective Date: 02/01/2021

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 5th day of February, A.D. 2021.

Ohio Secretary of State

Form 541 Prescribed by:

Frank LaRose
Ohio Secretary of State

Toll Free: 877.767.3453 | Central Ohio: 614.466.3910
OhioSoS.gov | business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

Certificate of Amendment
(Nonprofit, Domestic Corporation)
Filing Fee: $50
Form Must Be Typed

Check the appropriate box:

- ☐ Amendment to existing Articles of Incorporation by Members pursuant to Ohio Revised Code section 1702.38(C) (128-AMD)
- ☒ Amended and Restated Articles by Members pursuant to Ohio Revised Code section 1702.38(D) or by Directors pursuant to Ohio Revised Code section 1702.38(E) (126-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation	SOUTHWEST OHIO HOUSING DEVELOPMENT, INC.
Charter Number	1845038

A copy of the resolution of amendment must be attached to this document.

Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by an authorized officer of the Corporation pursuant to the Ohio Revised Code section 1702.38(G).

/S/ Gregory D. Johnson, CEO/Secretary

Signature

Chief Executive Officer/Secretary

By (if applicable)

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

Gregory D. Johnson, MS, EDEP, PHM

Print Name

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Signature

By (if applicable)

Print Name

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BYLAWS
OF
SOUTHWEST OHIO HOUSING DEVELOPMENT, INC.
(Ohio Non Profit Corporation)

ARTICLE I
NAME AND PURPOSES

Section 1.01 Name: The name of the corporation is Southwest Ohio Housing Development, Inc.

Section 1.02 Purpose: This Corporation is formed exclusively for charitable and/or educational purposes, specifically including the fostering of low-income housing. The Corporation is a not for profit, nonstock corporation and no part of the income, profits or assets of the Corporation shall ever be distributed to, or used to the benefit of, any member, Trustee or officer, but shall be used only for charitable or low-income and modest housing purposes as provided herein.

Section 1.03 Powers: The objects to be carried on and promoted by the corporation in furtherance of its purposes are as follows:

(a) To assist in providing decent, safe and sanitary housing for persons of low to moderate income, including individuals, families and elderly, handicapped or disabled persons, in the State of Ohio and to promote and advance decent, safe and sanitary housing for said persons by, among other things;

(b) To engage in or assist in the development, financing or operation, and carrying out or assisting in carrying out such low income to moderate income housing project(s) (including application for and receipt of Low Income Housing Tax Credits as administered by the Ohio Housing Finance Agency and assistance by borrowing and lending funds in any manner authorized by law);

(c) To enter into, apply for, perform contracts, and receive grants from the Department of Housing and Urban Development ("HUD") that provide for the administration and oversight of federally funded housing programs or services.

(e) To engage in or assist in the development, financing, or operation of federally funded housing programs, which may include but is not limited to, the administration of grants and contracts for the provision of housing services such as the project-based Section 8 program;

(f) To assist local community and civic organizations with neighborhood revitalization efforts; and

(g) To remain continuously organized and operated exclusively as a not for profit corporation for the above stated purposes, and such other purposes as are related to, in furtherance of, or of assistance to such housing projects and which may lawfully be carried out or engaged in by a not-for-profit corporation under the laws of the State of Ohio.

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ARTICLE II
MEMBERS

Section 2.01 Classes: The sole member of the Corporation shall be the Cincinnati Metropolitan Housing Authority.

Section 2.02 Initial Trustees: The Corporation shall have a Board of Trustees in which all powers of the Corporation shall be vested and which shall consist of an initial four (4) in number.

The initial Board of Directors shall be elected by the incorporators and subsequent Directors shall have terms that become effective when his/her term as a Commissioner on the Cincinnati Metropolitan Housing Authority Board of Commissioners commences and such commencement shall be in accordance with Revised Code 3735.27.

The first Board of Trustees as elected by the incorporators were:

Name		Address	Tenure
1.	Richard S. Rust, IV	16 West Central Parkway, Cincinnati, Ohio 45202	Four (4) yrs.
2.	Reema Ruberg	16 West Central Parkway, Cincinnati, Ohio 45202	Three (3) yrs.
3.	James Hubbard	16 West Central Parkway Cincinnati, Ohio 45202	Two (2) yrs.
4.	Joy E. Gazaway	16 West Central Parkway Cincinnati, Ohio 45202	One (1) yr.

Thereafter, the Board of Commissioners of the Cincinnati Metropolitan Housing Authority will serve as the directors and/or trustees of Southwest Ohio Housing Development Corporation.

Southwest Ohio Housing Development Corporation shall have a board of directors in which all powers of the Corporation shall be vested and which shall consist of up to seven (7) persons or in accordance with the number of Commissioners to be appointed to the Cincinnati Metropolitan Housing Authority's Board of Commissioners in accordance with Ohio Revised Code 3735.27.

Each Director shall have one vote in the election of officers and in the conduct of all business of the Corporation. There shall be no individual liabilities against any Director or Directors for any debts of the Corporation.

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Section 2.03 Corporate Trustees: [Reserved]

Section 2.04 Qualifications: Board of Commissioners of the Cincinnati Metropolitan Housing Authority will serve as the directors and/or trustees of Southwest Ohio Housing Development Inc. In the event that a Trustee should resign or separate from the CMHA Board, the appointment of a successor CMHA Board on Commissioners will serve as an appointment of the Trustee of the Southwest Ohio Housing Development Board. The CMHA Board of Commissioners may delegate its appointment authority for the Southwest Ohio Housing Development, Inc. Board of Trustees to the CMHA Executive Director.

All vacancies in the Board of Trustees shall be filled for the unexpired term in the same manner. Each Trustee shall have one vote in the election of officers and in the conduct of all the business of the Corporation. There shall be no individual liabilities against any Trustee or Trustees for debts of the Corporation.

Section 2.05 Number, Selection and Tenure: The Board shall consist of not less than four Trustees. Each Trustee shall hold office for a term of commensurate with their term on the CMHA Board of Commissioners. In the case of corporate trustees, vacancies existing by reason of resignation, death, incapacity or removal before expiration of the term shall be filled appointment by the Cincinnati Metropolitan Housing Authority. Thereafter, the corporate trustee shall be appointed by the Cincinnati Metropolitan Housing Authority to succeed a vacant corporate trustee position as may arise from among the four designated corporate trustee positions of this Board.

Section 2.06 Resignation, Termination: In the event that a Trustee should resign or separate from the CMHA Board, the appointment of a successor CMHA Board on Commissioners will serve as an appointment of the Trustee of the Southwest Ohio Housing Development Board.

ARTICLE III
AUTHORITY AND DUTIES OF TRUSTEES

Section 3.01 Authority of Directors: The Board of Trustees is the policy-making body and may exercise all the powers and authority granted to the Corporation by law. The business and conduct of affairs of the Corporation shall be regulated by Bylaws adopted by the Board of Trustees, which shall not be inconsistent with the Articles of Incorporation filed with the Secretary of the State of Ohio. The Board of Trustees shall have such powers and authority, which includes the following:

(a) To enter into, make and perform contracts of every sort and kind with any person, firm association, corporation, municipality, body politic, housing authority, county, state, or with the Federal Government or any agency or instrumentality thereof;

(b) To apply for Low Income Housing Tax Credits through the Ohio Housing Finance Agency, and to take all actions incident and subsequent thereto so as to bring into existence and provide for the continued operation of mixed finance housing communities within the State of Ohio.

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(c) To issue bonds or other obligations of the Corporation, and to contract indebtedness without limit as to amount for any of the purposes of the Corporation and to secure the same to the extent necessary by lease, long term ground lease, mortgage, deed or deeds of trust, or pledge or other lien on any or all of the real or personal property, or both, or right, title and interest therein, of the Corporation;

(d) To advance or lend money to any person, firm, association, corporation, municipality, body politic, housing authority, county or state in such manner and upon such terms as is deemed expedient;

(e) To acquire, own, hold, sell, negotiate, lease, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of mortgages, notes, evidences of indebtedness, and all other securities or choses in action issued or created by any person, firm, association, corporation, municipality, body politic, housing authority, county, state, or with the Federal Government or any agency or instrumentality thereof;

(f) To acquire by lease, purchase, lease back, mortgage, deed of trust or otherwise, real estate or any interest therein from others, to construct, rehabilitate, or otherwise acquire and equip buildings and structures which may be utilized for low-income housing, moderate/middle income housing, mixed-finance housing development, market rate housing used in support of low and moderate income housing, and other civic purposes authorized by law;

(g) To sell, lease, sublease or otherwise make available to any person, firm, association, corporation, municipality, body politic, housing authority, county or state, any real estate or interest therein acquired by the Corporation;

(h) To do everything necessary, proper, convenient or incident to effect any or all of the purposes for which the Corporation is organized.

(i) Without limiting the generality of the foregoing, this Corporation shall have all the powers, privileges, right and immunities necessary or convenient for carrying out the purposes for which this Corporation is formed, and the Trustees hereby claim for this Corporation all the benefits, privileges, rights and powers created, given, extended or conferred, now or hereafter, by the provisions of all applicable laws of the State of Ohio, pertaining to not for profit corporations and any additions or amendments thereto.

Section 3.02 Powers: All corporate powers shall be exercised by or under the authority of the board and the affairs of the Southwest Ohio Housing Development Inc. shall be managed under the direction of the board, except as otherwise provided by law or the Article of Incorporation.

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ARTICLE IV
BOARD MEETINGS

Section 4.01 Regular Meetings: Regular meetings of the Southwest Ohio Housing Development, Inc. shall be held in conjunction with the regularly scheduled Board meeting. The annual meeting for Southwest Ohio Housing Development Inc. shall be held on the third Tuesday of December at the regular meeting place of Southwest Ohio Housing Development Inc. Other aspects of the meeting requirements shall be further outlined in each entity(ies) bylaws or code of regulations.

Section 4.02 Special Meetings: Meetings shall be convened at such dates, times and places as the Board shall determine.

Section 4.03 Agenda: The agenda for meetings of the Authority shall be prepared by the Secretary/Treasurer, (or the Director, when the Board determines that a Director of the Corporation shall be hired.) Items for inclusion in the agenda shall be limited to those requested by the President and members of the Board of Trustees, the Director, and by others subject to such rules as the Director shall prescribe.

Section 4.04 Quorum: A quorum shall consist of a majority of the Board attending in person or through teleconference. All decisions will be by majority vote of these present at a meeting at which as quorum is present. No business shall be considered by the board at any meeting at which a quorum is not present. If less than a majority of the Trustees is present at said meeting, a majority of the Trustees present may adjourn the meeting on occasion without further notice.

Section 4.05 Action Without A Meeting: Any action required or permitted to be taken at a meeting of the Board of Trustees (including amendment of these Bylaws) or of any committee may be taken without a meeting if all members of the Board or committee consent in writing to taking the action without a meeting and to the approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 4.06 Participation in Meeting by Conference Telephone: Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 4.07 Reimbursement: Members of the Board shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. Southwest Ohio Housing Development Inc. will provide reasonable reimbursement for expenses incurred in conjunction with carrying our board responsibilities in accordance with the provisions of the Cincinnati Metropolitan Housing

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Authority's Board Governance Policies. In addition, Trustees serving the organization in any other capacity, such as staff, are allowed to receive compensation thereof.

ARTICLE V
OFFICERS AND EMPLOYEES

Section 5.01 Officers: The CMHA Chairperson and Vice-Chairperson shall the correlating offices of President and Vice-President of Board Trustees for the Southwest Ohio Housing Development Corporation, and shall serve in this office performing the duties usually incumbent upon such officers.

Section 5.02 Chief Executive Officer/Secretary: The Chief Executive Officer of the Cincinnati Metropolitan Housing Authority shall be the ex-officio Secretary of the Corporation. As such, he shall have charge of the records of the Authority, act as secretary at all meetings, keep a record of the proceedings of the Authority, and perform all other duties incident to his office.

The Chief Executive Officer, in his/her capacity as Secretary of the Board will make monthly reports to the Commissioners about entity's activity. The CMHA Board of Commissioners may designate a portion of their monthly board meeting to receive the reports of entity.

The minutes of each meeting shall state the time and place it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by these Bylaws. The Secretary shall have such other powers and perform such other duties as may be assigned/

Section 5.03: Treasurer: Unless otherwise determined by the Board of Trustees, the Chief Operating Officer of the Cincinnati Metropolitan Housing Authority shall serve as the Treasurer of the instrumentality. The Treasurer shall be responsible for reporting to the Board of Directors the financial status of the Corporation including presenting budgets and financial statements and for keeping the Board informed of any key financial events or concerns. The Treasurer shall perform such other duties as from time to time may be assigned by the President, Chief Executive Officer or by the Board of Directors.

Section 5.04 [Reserved] Vacancies of the office of President or Vice President:

Section 5.05 Paid Staff: The Board of Trustees may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be assigned or as delegated to be assigned by the Board.

(a) In the event that the Board shall hire a Director for the Corporation, the director shall have general supervision over the administration of the business and affairs of the Corporation, subject

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to the direction of the Board of Trustees of the Corporation. The Director shall be ex-officio Secretary of the Authority. As such, he shall have charge of the records of the Authority, act as secretary at all meetings, keep a record of the proceedings of the Authority, and perform all other duties incident to his office.

(b) The Corporation shall also from time to time employ such personnel, as it deems necessary to exercise its powers, duties, and functions as prescribed under the laws of Ohio.

5.06 Term of Officer Each officer shall serve until their related position of office at the Cincinnati Metropolitan Housing Authority Board of Commissioners expires or is otherwise terminated.

5.07 Removal and Resignation Should the President and/or Vice President fail to perform their duties as (1) prescribed by law; or (2) in accordance with the duties usually incumbent upon such officers; or (3) act in a manner which is contrary to the purpose of Southwest Ohio Housing Development Inc. in Article II herein; then, Southwest Ohio Housing Development Inc. shall, at a regular or special meeting, have sole discretion to immediately remove the President and/or Vice President as officers of the Corporation by an affirmative vote of not less than three of its members, excluding the President or Vice President at issue. Removal and Resignation of any officer position of the Board of Commissioners of the Cincinnati Metropolitan Housing Authority shall subsequently result in the Removal and Resignation of the corresponding officer position on the Board of Directors of Southwest Ohio Housing Development Inc.

5.08 President The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present presiding over all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

5.09 Vice President In the absence or disability of the board president, the vice president shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president.

ARTICLE VI
STATUTORY AGENT

Section 6.01 Statutory Agent: The address of the initial registered office of the Corporation in the State of Ohio is 1627 Western Avenue, Cincinnati, Hamilton County, Ohio 45202. The name of its initial registered agent is RICHARD S. RUST, IV, whose address is 16 West Central Parkway, Cincinnati, Hamilton County, Ohio 45202. Thereafter, the Chief Executive Officer r of the Cincinnati Metropolitan Housing Authority shall serve as the statutory agent for the Corporation.

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ARTICLE VII
FINANCIAL ADMINISTRATION

Section 7.01 Fiscal Year: The fiscal year of the Corporation shall be January 1 – December 31, but may be changed by resolution of the Board of Trustees.

Section 7.02 Financial Records: The Authority shall keep an accurate record of all its proceedings and a strict account of all receipts and expenditures in accordance with the state and federal law. The Board of Trustees shall make an annual report of its financial status and at least annually the Corporation, will cause an audit of all its books and records to be performed by an independent certified public accountant.

ARTICLE VIII
Committees

8.01 Committees

The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, to serve at the pleasure of the board provided that such committee contains at least one Director of the Corporation. Such committee shall have the authority provided in the resolution of the board.

ARTICLE IX
Delegation of Duty

9.01 Chief Executive Officer

The Chief Executive Officer of the Cincinnati Metropolitan Housing Authority shall serve as the initial Chief Executive Officer of Southwest Ohio Housing Development Inc.

9.02 Delegation of Duty

The Board of Directors delegates to its Chief Executive Officer the responsibility for managing the day-to-day operations of the Southwest Ohio Housing Development Inc. The day-to-day operations of the corporation include, carrying out the programs and policies of the Corporation, managing the business affairs of the Corporation, assuming the management responsibilities of the Corporation, managing the staff of the Corporation, as well as hiring, training and supervising staff, and all other powers, duties and actions necessary to manage the day-to-day operations of the Corporation and such other duties as may be delegated by the Board of Directors.

ARTICLE X
Contracts, checks, loans, indemnification and related matters.

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10.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the President and/or Secretary of Southwest Ohio Housing Development Inc. or his designee or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

10.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the Secretary and in such a manner as shall from time to time be determined by the board.

10.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

10.04 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The Corporation shall indemnify a director or former director made a party to a proceeding because he or she was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in a manner prescribed by law and payment has been authorized in the manner prescribed by law.

(c) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Ohio Law and public policy, provided that such indemnification and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE XI
Miscellaneous

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11.01 Books and Records

Southwest Ohio Housing Development Inc. shall keep correct and complete books and records of account and shall keep minutes of all meetings of its board of directors, a record of all actions taken by the board of directors, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the Articles of Incorporation and Bylaws as amended by this date and any other records required under Ohio Law.

11.02 Fiscal Year

The fiscal year of the corporation shall be January 1 thru December 31.

11.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

11.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientations. It is the policy of Southwest Ohio Housing Development Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color religion, or national origin.

11.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws that would cause the corporation to cease to qualify as a non-profit organization; and,

(b) all amendments be consistent with the Article of Incorporation.

11.06 Articles of Incorporation Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

11.07 Dissolution: All of the assets of the Corporation shall be held in trust for the purposes

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herein mentioned, including the payment of all the Corporation's liabilities. Upon dissolution of the Corporation, all of the remaining assets of the corporation (including title to or other interest in any real or personal property that is owned by the Corporation at such time relating to a project developed after the payment of all of its liabilities) shall be distributed to the Cincinnati Metropolitan Housing Authority or to another public housing agency or to one or more organizations created and operated for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

11.08 Within 90 days after execution of a bond issue or final endorsement for mortgage insurance, with respect to a project financed by the Corporation, and at least annually thereafter, the Corporation, will cause an audit of all its books and records to be performed by an independent certified public accountant.

ARTICLE XI
SPECIAL PROVISION

The acts and functions of the Corporation shall constitute only acts of this Corporation and shall never constitute an act, debt or pledge of the faith and credit of the taxing power of the State of Ohio or any political subdivision thereof.

CERTIFICATE

I, _____, the duly elected, qualified and acting President of the Southwest Ohio Housing Development, Inc., does hereby certify that the foregoing document is a true, correct and compared copy of the By-Laws of Southwest Ohio Housing Development, Inc., as adopted at the first meeting of said Corporation on the 14th day of May, 2012, and as amended thereafter pursuant to resolutions properly adopted at its regular meeting on ____th day of January, 2020.

I further certify that said By-Laws have not been further amended by any action of the Authority as of the date hereof.

WITNESS my hand and the seal of said Cincinnati Metropolitan Housing Authority this ___th day of January, 2020.

_____

SEAL

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Touchstone Property Services
Friday, January 31, 2020

The Members of the Touchstone Property Services Board met for the Regular Meeting at CMHA Boardroom, 1635 Western Avenue, Cincinnati, Ohio, at 10:17 AM, on the 31st day of January 2020

TOUCHSTONE PROPERTY SERVICES - ROLL CALL

The Chair, Mr. William Myles called the meeting to order. The roll call was taken. The following Commissioners were present:

COMMISSIONER	PRESENT	ABSENT
William Myles, Chair	X	
Mayme L. Mitchell, Vice Chair	X	
Thomas J. Weidman		X
Teri Spears	X	
Reginald J. Harris	X	
Jill R. McGrail	X	
Kevin M. Moore		X

The Chair declared the presence of a quorum for the meeting.

The following members of the public attended: Gary Boeres, Janell Duncan, Joy Gazaway, Michael Johnson, Gary Jump, Lillian Rainge, Joe Norton, Shonda McMillian, Lisa Isham, Reema Ruberg, Vincent Muliro, Matthew Roberts and Claver Pashi

Mr. Gregory Johnson, CMHA Chief Executive Officer, MS, PHM, EDEP attended in his capacity as Secretary of the Board.

REVIEW AND APPROVAL OF BOARD MINUTES

Mr. Myles announced that we would table approval of the minutes from the December 19, 2019 Board Meeting until the February Board Meeting

DISCUSSION OF SECRETARY RECOMMENDATIONS

Mr. Myles asked that the Board consider Resolutions 093, 094 and 095 together. There were no objections.

RESOLUTION NO. 093
RESOLUTION TO RE-APPROVE THE CURRENT BY-LAWS AND THE CURRENT BOARD GOVERNANCE POLICIES AS PRESENTED AT THE INSTRUMENTALITIES ANNUAL BOARD MEETING DECEMBER 19, 2019

RESOLUTION NO. 093

WHEREAS, the current Instrumentalities (Laurel Homes I, Inc.; Lincolnview, Inc.; Reserve on South Martin GP, Inc.; Southwest Ohio Housing Development, Inc.; Touchstone Properties Services, Inc.; Cary Crossing Development Corporation; West Union Square Development Corporation; Sutter View Development Corp.; Pinecrest RAD Development Corp.; Park Eden Evanston, LLC; Park Eden Apartments Development Corp.) Bylaws establishing the rules under which the Board of Commissioners conducts its business, and the Board Governance Policy ensures proper governance, the avoidance of conflicts of interest, and fosters the Board's accountability in accordance with federal, state and local laws and

WHEREAS, the Board of Commissioners has reviewed its Bylaws and the Board Governance Policies at the Instrumentalities Annual Board Meeting held on December 19, 2019; and

WHEREAS, the Instrumentalities Bylaws, reprinted as an attachment to this Resolution, required no revisions as there were no recommended changes made by the Board of Commissioners at the Instrumentalities Annual Board Meeting held on December 19, 2019; and

WHEREAS, the Instrumentalities Board Governance Policies requires no revisions as there were no recommended changes made by the Board of Commissioners at the Instrumentalities Annual Board Meeting held on December 19, 2019.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners does approve the Instrumentalities (Laurel Homes I, Inc.; Lincolnview, Inc.; Reserve on South Martin GP, Inc.; Southwest Ohio Housing Development, Inc.; Touchstone Properties Services, Inc.; Cary Crossing Development Corporation; West Union Square Development Corporation; Sutter View Development Corp.; Pinecrest RAD Development Corp.; Park Eden Evanston, LLC; Park Eden Apartments Development Corp.) Bylaws and Board of Governance Policies and adopts the Instrumentalities Board of Governance Policy as its Governance Policy

The foregoing motion was made by Ms. Mitchell and seconded by Ms. McGrail, and upon roll call vote, the "Ayes" and "Nays" were as follows:

COMMISSIONER	AYES	NAYS
William Myles, Chair	X	
Mayme L. Mitchell, Vice Chair	X	
Teri Spears	X	
Reginald J. Harris	X	
Jill R. McGrail	X	

The Chairperson thereupon declared said motion carried and said resolution adopted.

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