

**SOUTHWEST HOUSING COMPLIANCE CORPORATION  
ANNUAL BOARD MEETING**

**Tuesday, March 17, 2026  
12:00 PM**

**1124 S. IH 35,**

Join Zoom Meeting <http://bit.ly/3NcemPm> Meeting ID: 851 4410 7960; Passcode:  
363411  
Austin, TX

**PUBLIC NOTICE OF A MEETING  
TAKE NOTICE OF A BOARD OF DIRECTORS  
ANNUAL MEETING  
OF THE SOUTHWEST HOUSING COMPLIANCE CORPORATION**

**TO BE HELD AT  
1124 S. IH 35,  
Join Zoom Meeting <http://bit.ly/3NcemPm> Meeting ID: 851 4410 7960; Passcode: 363411  
Austin, TX  
(512.477.4488)**

**Tuesday, March 17, 2026  
12:00 PM**

**CALL TO ORDER, ROLL CALL**

**CERTIFICATION OF QUORUM**

**PUBLIC COMMUNICATION (NOTE: THERE WILL BE A THREE-MINUTE TIME LIMITATION)**

**CONSENT AGENDA**

Items on the Consent Agenda may be removed at the request of any Commissioner and considered at another appropriate time on this agenda. Placement on the Consent Agenda does not limit the possibility of any presentation, discussion, or action at this meeting. Under no circumstances does the Consent Agenda alter any requirements under Chapter 551 of the Texas Government Code, Texas Open Meetings Act.

**CONSENT ITEMS**

1. Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on April 3, 2025

**ACTION ITEMS**

2. Presentation, Discussion, and Possible Action regarding Resolution No. 00104: Approval of Revisions to the Southwest Housing Compliance Corporation (SHCC) Bylaws
3. Presentation, Discussion, and Possible Action regarding Resolution No. 00103: Election of new Officers for the Southwest Housing Compliance Corporation (SHCC)

**EXECUTIVE SESSION**

The Board may go into Executive Session (close its meeting to the public) Pursuant to: a. 551.071, Texas Gov't Code, consultations with Attorney regarding legal advice, pending or contemplated litigation; or a settlement offer; b. 551.072, Texas Gov't Code, discussion about the purchase, exchange, lease or value of real property; c. 551.074, Texas Gov't Code, discuss the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee; or to hear a complaint or charge against an officer or employee. d.

551.087, Texas Gov't Code, discuss certain economic development negotiations.

## **OPEN SESSION**

If there is an Executive Session, the Board will return to Open Session for discussion, consideration and possible action of matters discussed in Executive Session.

## **REPORTS**

The Board will receive program updates from the President/CEO and other senior staff.

## **ADJOURNMENT**

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"Pursuant to 30.06, Penal Code, (trespass by holder of license with a concealed handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a concealed handgun."

"Pursuant to 30.07, Penal Code (trespass by holder of license with an openly carried handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a handgun that is carried openly."

"En virtud del 30.06, Código Penal, (traspaso titular de licencia con una pistola), una persona bajo el subcapítulo H, capítulo 411, código de gobierno (Ley de licencia de arma o pistola), no se permiten en esta reunión con una arma o pistola.

"En virtud de 30.07, Código Penal (prevaricación por titular de la licencia con un arma o pistola abiertamente llevado), una persona bajo el subcapítulo H, capítulo 411, código de gobierno (Ley de licencia de arma o pistola), no se permiten en esta reunión con un arma o pistola que lleva abiertamente.

\*The Housing Authority of the City of Austin (HACA) Board of Commissioners reserves the right to discuss and consider items out of order on the agenda on an as-needed basis.

The Housing Authority of the City of Austin is committed to compliance with the Americans with Disability Act. Reasonable modifications and equal access to the communications will be provided upon request. Meeting locations are planned with wheelchair access. If requiring Sign Language Interpreters or alternative formats, please give notice at least 2 days (48 hours) before the meeting date. Please call Nidia Hiroms at HACA at 512.477.4488, for additional information; TTY users route through Relay Texas at 711. For more information on HACA, please contact Nidia Hiroms at 512.477.4488 x 2104.



**SOUTHWEST HOUSING COMPLIANCE  
CORPORATION**

**BOARD ACTION REQUEST**

**Executive  
ITEM 1.**

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**MEETING DATE:** March 17, 2026  
**STAFF CONTACT:** Nidia Hiroms  
**ITEM TITLE:** Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on April 3, 2025  
**BUDGETED ITEM:** N/A  
**TOTAL COST:** N/A

**ACTION**

The Board is being asked to review and approve the Board Minutes Summary for the Board Meeting held on April 3, 2025.

**SUMMARY**

**Background:**

**Process:**

**Staff Recommendation:**

**ATTACHMENTS:**

20250403 SHCC Final Minutes Summary

**SOUTHWEST HOUSING COMPLIANCE CORPORATION  
BOARD OF DIRECTORS  
ANNUAL BOARD MEETING**

**APRIL 3, 2025**

**SUMMARY OF MINUTES**

**THE SOUTHWEST HOUSING COMPLIANCE CORPORATION BOARD OF DIRECTORS PUBLIC MEETING NOTICE WAS POSTED FOR 8:00 AM ON THURSDAY, APRIL 3, 2025, AND WAS HELD AT THE HACA CENTRAL OFFICE, 1124 S. IH 35, AUSTIN, TX AND VIRTUALLY**

**CALL TO ORDER, ROLL CALL, CERTIFICATION OF QUORUM**

Carl S. Richie, Jr., HACA Chairperson, called the Board of Directors Annual Board Meeting of the Southwest Housing Compliance Corporation (SHCC) of Austin, of April 3, 2025, to order at 8:17 am. The meeting was held at the HACA Central Office, 1124 S. IH 35, TX 78704

Roll call certified a quorum was present.

**MEMBERS PRESENT:**

Carl S. Richie, Jr., Vice-Chairperson  
Edwina Carrington, 2<sup>nd</sup> Vice-Chairperson  
Dr. Tyra Duncan-Hall, Director  
Mary Apostolou, Director

**MEMBER(S) ABSENT:**

**ALSO IN ATTENDANCE:**

Lauren Aldredge, Cokinos Law Firm  
Bill Walter, Coats Rose

**STAFF PRESENT:**

Ann Gass, Barbara Chen, Brittley Baker, Crystal James, Daniel Ruiz, Jimi Teasdale, Jorge Vazquez, Katie Richardson, Keith Swenson, Kelly Crawford, Ken Bodden, Laura Bodai, Leilani Lim-Villegas, Lisa Garcia, Michael Cummings, Michael Gerber, Nidia Hiroms, Ron Kowal, Suzanne Schwertner and Sylvia Calderon

**PUBLIC COMMUNICATION - None**

**Vice-Chairperson Richie left the meeting at 9:02 am**

**CONSENT AGENDA**

**APPROVAL OF THE FOLLOWING ITEMS PRESENTED IN THE BOARD MATERIALS:**

**ITEM 1: Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on June 20, 2024**

**2<sup>nd</sup> Vice-Chairperson Carrington** moved to approve the Board Minutes Summary for the Board Meeting held on June 20, 2024 as presented. **Director Apostolou** seconded the motion. The motion passed. (3-Ayes and 0-Nays).

**ITEM 2: Presentation, Discussion, and Possible Action regarding Resolution No. 00097: Election of new Officers for Southwest Housing Compliance Corporation**

With the current officer terms expiring at the end of April, and new terms beginning May 1, 2025, it is necessary for the Board to elect new officers for Southwest Housing Compliance Corporation Board of Directors. The Board elected the following:

Chairperson: Mary Apostolou  
Vice-Chairperson: Carl S. Richie, Jr.  
2<sup>nd</sup> Vice-Chairperson: Tyra Duncan-Hall

**Director Apostolou** moved to approve Resolution No. 00097: Election of new Officers for Southwest Housing Compliance Corporation. The Board elected the following: Chairperson: Mary Apostolou; Vice-Chairperson: Carl S. Richie, Jr.; 2<sup>nd</sup> Vice-Chairperson: Tyra Duncan-Hall. **2<sup>nd</sup> Vice-Chairperson Carrington** seconded the motion. The motion passed. (3-Ayes and 0-Nays).

**EXECUTIVE SESSION**

The Board did not recess into Executive Session.

**2<sup>nd</sup> Vice-Chairperson Carrington** moved to adjourn the meeting. **Director Apostolou** seconded the motion. The motion Passed (3-Ayes and 0-Nays).

The meeting adjourned at 9:35 am.

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**Chairperson**

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**Michael G. Gerber, Secretary**



**SOUTHWEST HOUSING COMPLIANCE  
CORPORATION**

**BOARD ACTION REQUEST**

**Executive  
ITEM 2.**

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**MEETING DATE:** March 17, 2026  
**STAFF CONTACT:** Michael Gerber  
**ITEM TITLE:** Presentation, Discussion, and Possible Action regarding Resolution No. 00104: Approval of Revisions to the Southwest Housing Compliance Corporation (SHCC) Bylaws  
**BUDGETED ITEM:** N/A  
**TOTAL COST:** N/A

**ACTION**

Presentation, Discussion, and Possible Action regarding Resolution No. 00104: Approval of Revisions to the Southwest Housing Compliance Corporation (SHCC) Bylaws

**SUMMARY**

**Background:**

This item requests Board approval of proposed amendments to the bylaws of the Southwest Housing Compliance Corporation (SHCC) to reflect conforming updates and to address identified governance issues related to subsidiary board vacancy appointments.

**Process:**

Outside general counsel conducted a comprehensive review of HACA's bylaws and the bylaws of all subsidiary entities. The review included conforming updates associated with the Authority's approved name change to Austin Housing Authority and an analysis of board appointment and vacancy-filling provisions across the Authority's subsidiary entities.

Summary of Proposed Changes:

- Conforming and technical updates to reflect the approved organizational name change across governing documents.
- Uniform amendments to the bylaws of six subsidiary entities to vest board vacancy-filling authority exclusively in Austin Housing Authority's Board of Commissioners by majority vote.

Approval of the proposed revisions will reflect the approved new organization name, address

governance risks, strengthen subsidiary board independence, ensure legal compliance, and maintain consistency across governing documents.

**Staff Recommendation:**

Approval of Revisions to the Southwest Housing Compliance Corporation (SHCC) Bylaws.

**ATTACHMENTS:**

Southwest Housing Compliance Corp Amended Bylaws redlined

**RESOLUTION NO. 00104**

**A RESOLUTION APPROVING REVISIONS TO SOUTHWEST HOUSING COMPLIANCE CORPORATION (SHCC) BYLAWS**

**WHEREAS**, the Board of Commissioners has oversight responsibility for the Housing Authority of the City of Austin (d/b/a Austin Housing Authority) and its subsidiary entities;

**WHEREAS**, outside general counsel reviewed the bylaws of the Authority and its subsidiaries and recommended revisions for conformity and governance compliance;

**WHEREAS**, the Board finds the proposed revisions to be in the best interest of the Authority and its subsidiaries;

**NOW, THEREFORE, IT IS HEREBY RESOLVED**, that:

1. The revised bylaws are approved by the SHCC Board of Directors.
2. The President & CEO is authorized to finalize and maintain the approved bylaws.

**PASSED, APPROVED AND ADOPTED** this 17th day of March, 2026.

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Michael Gerber, Secretary

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Chairperson

Bylaws Amended 3/17/26

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**BYLAWS**  
**OF**  
**SOUTHWEST**  
**HOUSING COMPLIANCE**  
**CORPORATION**  
*A NONPROFIT CORPORATION*

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**BYLAWS  
OF  
SOUTHWEST HOUSING COMPLIANCE CORPORATION**

**ARTICLE 1  
CORPORATE OFFICES**

**SECTION 1. REGISTERED OFFICES**

The Address of the registered office of the Corporation is: 1124 S. IH-35, Austin, Texas 78704, ~~P.O. Box 6159, Austin, Texas 78762-6159~~. The registered office may be changed only by filing duly made with the Secretary of the State of Texas.

**SECTION 2. PRINCIPAL OFFICE**

The Address of the principal office of the Corporation is: 1124 S. 11-1-35, Austin, Texas 78704, ~~P.O. Box 6159, Austin, Texas 78762-6159~~.

**SECTION 3. CHANGE OF ADDRESS**

The designation of the county or state of the corporation's principal office may be changed by amendment to these Bylaws.

**ARTICLE 2  
NONPROFIT PURPOSES**

**SECTION 1. IRC SECTION 115 PURPOSES**

This corporation is organized exclusively for one or more of the purposes as specified in Section 115 of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 115 of the Internal Revenue Code.

**SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

The Southwest Housing Compliance Corporation is organized exclusively for such purposes as:

- 1) engaging in or assisting in the development or operation of low income housing; and
- 2) the making of distributions to organizations that qualify as exempt organizations under Section 115 of the Internal Revenue Code, or the corresponding section of any future federal code.

**ARTICLE 3  
DIRECTORS**

**SECTION 1. BOARD OF DIRECTORS**

The Affairs of the Corporation shall be managed by the Board of Directors which ~~will shall~~ consist of the ~~following Officers of members of~~ the Board of Commissioners of the Austin Housing Authority, ~~of the City of Austin; (1) Chairperson; (2) Vice Chairperson; (2) Second Vice Chairperson, and (3) Secretary.~~

**SECTION 2. POWERS**

The business and affairs of the Corporation and all corporate powers shall be exercised by or under the authority of the Board of Directors and shall be subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws.

**SECTION 3. DUTIES GENERALLY**

It shall be the duty of the Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their address with the Secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

#### **SECTION 4. SECTION 4. DUTIES AS TO EACH DIRECTOR**

- a) **Chairperson** – The Chairperson shall preside at all meetings of SHCC. Except as otherwise authorized by resolution of SHCC, the Chairperson shall sign all contracts, deeds, and other instruments made by SHCC. At each meeting, the Chairperson shall submit such recommendations and information as he/she may consider proper concerning the business, affairs and policies of SHCC.
- b) **Vice-Chairperson** – The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and in case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as SHCC shall appoint a new Chairperson.
- c) **Second Vice Chairperson** – The Second Vice-Chairperson shall perform the duties of the Vice-Chairperson in the absence or incapacity of the Vice-Chairperson. In the event of the resignation or death of the Vice-Chairperson, the Second Vice-Chairperson shall perform such duties as imposed on the Vice-Chairperson until such a time as SHCC shall appoint a new Vice-Chairperson.
- d) **Secretary** – The Secretary shall be the President/Chief Executive Officer of the Housing Authority of the City of Austin. The Secretary shall keep the record of SHCC, shall act as Secretary of the meetings of SHCC and record all votes, and shall keep a record of the proceedings of SHCC in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his/her office. He/she shall keep in safe custody, the seal of SHCC and shall have power to affix such seal to all contracts and such instruments authorized to be executed by SHCC.

The Board hereby designates and authorizes the Secretary of SHCC to execute any and all documents that are necessary to enter into binding contracts on behalf of SHCC and the Board. He/she shall have the care and custody of all funds of SHCC and shall deposit in the name of SHCC in such banks as SHCC may select. The Secretary shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of countersigned by the Chairperson. The Secretary shall keep regular book of accounts showing receipts and expenditures and, if requested to do so by one or more of the Commissioners, shall render to SHCC, at each regular meeting, an account of his/her transactions and also of the financial condition of SHCC. He/she shall give such bond for the faithful performance of his/her duties as SHCC may determine. The compensation of the Secretary shall be determined by SHCC.

In absence of the Secretary, the Assistant Secretary, who shall be the Vice-President of SHCC, shall have such powers and perform such duties as the Secretary, respectively, or as the Board of Directors or President may prescribe. During the lengthy absence of the Secretary, the Assistant Secretary may respectively perform the functions of the Secretary.

#### SECTION 5. TERM OF OFFICE

Directors shall be entitled to hold office until their successors are appointed and qualified.

#### SECTION 6. VACANCIES

~~Vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; (b) an increase in the authorized number of Directors. If vacancies should occur for either of these two reasons, positions will be filled by a majority vote of the Board of Commissioners of the Austin Housing Authority. Vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; (b) an increase in the authorized number of Directors. If vacancies should occur for either of these two reasons, positions will be filled by the person designated to appoint candidates to the Board of Commissioners of the Housing Authority of the City of Austin.~~

#### SECTION 7. REMOVAL OF DIRECTORS

Any individual Director may be removed from office if the Director ceases to serve as a member of the Board of Commissioners of the Austin Housing Authority ~~of the City of Austin~~. Any Director may be removed from office by the Authority under the same terms, conditions, and procedures as Commissioners of the AHA.

#### SECTION 8. PLACE OF MEETINGS

The regular meeting shall be held at the same place as the regular meeting of the Austin Housing Authority ~~of the City of Austin~~. Generally, that place will be at 1124 S. IH 35 in Austin, Texas, unless the Directors, by resolution, designate another place at the previous regular meeting. ~~However, every quarter, a regular meeting shall be held at a Housing Authority of the City of Austin Public Housing site.~~

#### SECTION 9. TIME OF REGULAR MEETINGS

Regular meetings shall be held at the same time as the regular meetings of the Austin Housing Authority ~~of the City of Austin~~ which generally shall be on the third Thursday of every month at 12:00 p.m. or at another time designated by the Board at the prior meeting.

#### SECTION 10. CALL OF SPECIAL MEETING

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson or, if the Chairperson is absent or unable or refuses to act, by any Vice Chairperson or any two Directors. Written notices of the special meetings, stating the time and in general terms the purpose or purposes thereof, shall be mailed one week before, or telegraphed or personally delivered to each Director not later than five days before, the day appointed for the meeting.

#### SECTION 11. NOTICES

Public notices of all meetings of the Board of Directors shall be given in accordance with the requirements of the "Texas Open Meetings Act" (Tex. Local Gov't. Code, Section 551.01 et. al.), or any succeeding law relating to public notices of meetings of governmental bodies.

#### SECTION 12. QUORUM

The presence at any Directors' meeting of a majority of the authorized number of Directors shall be necessary to constitute a quorum to transact any business, except to adjourn. If a quorum is present, every act done or resolution passed by a majority of the Directors present shall be the act of the Board of Directors.

**SECTION 13. CONDUCT OF MEETING**

At every meeting of the Board of Directors, the Chairperson shall preside, or in the absence, a Vice Chairperson designated by the Chairperson, or in the absence of such designation, a Chairperson chosen by the majority of the Directors present. The Secretary of the Corporation shall act as Secretary of the Board of Directors. When the Secretary is absent from any meeting, the Chairman may appoint any person to act as Secretary of the meeting.

**SECTION 14. COMPENSATION**

Directors as such shall not receive salaries for their services, but by resolution of the Board of Directors may receive fixed expenses of attendance of regular or special meeting of the Board, if any may be allowed.

**SECTION 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation is authorized to pay or reimburse its officers, including any present or former Director or officer, of any costs or expenses actually and necessarily incurred by that officer in any action, suit, or proceeding to which the officer might be made a party by reason of holding that position, provided, however, that the officer is not found guilty of negligence or misconduct in office. This indemnification shall extend to good faith expenditures incurred in anticipation of threatened or proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover the good faith settlement of any such action, suit or proceeding, whether formally instituted or not.

**SECTION 16. INSURANCE ON DIRECTORS, OFFICERS, OR EMPLOYEES.**

The Corporation may purchase and maintain insurance on behalf of any Director, officer, employee, or agent of the Corporation, or on behalf of any person servicing at the request of the Corporation, as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against that person and incurred by that person in any such corporation, whether or not the Corporation has the power to indemnify that person against liability for any of those acts.

**SECTION 17. FINANCIAL INTERESTS OF THE DIRECTORS**

Any contract or other transaction between the Corporation and any of its Directors (or any corporation or firm in which any of its Director have direct or indirect interest) shall be valid for all purposes notwithstanding the Director's participation was authorized, and notwithstanding the Director's participation in that meeting. This section shall apply only if the contract or transaction is just and reasonable to the Corporation at the time it is authorized and ratified, and the interest of each Director is known or disclosed to the Board of Directors, which nevertheless authorizes or ratifies the contract or transaction by a majority of the disinterested Directors present. Each interest Director is to be counted in determining whether a quorum is present, but shall not vote and shall not be counted in calculating the majority necessary to carry the vote. This section shall not be construed to invalidate contracts or transactions that would be valid in its absence.

**SECTION 18. BOARD COMMITTEES AUTHORITY TO APPOINT**

The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, designate an executive committee and one or more other committees to conduct the business and affairs of the Corporation, to the extent authorized by the resolution. The Board of Directors, by a majority vote, shall have the power at any time to change the powers of membership of any committee, fill vacancies, thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed.

**SECTION 19. NON-LIABILITY OF DIRECTORS**

The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

**ARTICLE 4  
OFFICERS**

**SECTION 1. TITLE AND APPOINTMENT**

The officers of the Corporation shall be a President, a Vice President, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents and one or more Assistant Treasurers. Any two offices, excluding President, may be held by the same person. The President shall be appointed by and hold office at the pleasure of the Board of Directors.

**SECTION 2. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by vote of a majority of the Directors, at any regular or special meeting of the Board, and officers not chosen by the Board of Directors, may also be removed by the President upon whom that power of removal may be conferred by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any resignation shall take effect on the date of the receipt of that notice or at any time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**SECTION 3. VACANCIES**

Upon the occasion of any vacancy occurring in any office of the Corporation, by reason of death, resignation, removal, or otherwise, President may appoint an acting successor to hold office for the unexpired term, or until a permanent successor is appointed.

**SECTION 4. DUTIES OF THE PRESIDENT**

The President of SHCC shall be the President/CEO of the Austin Housing Authority ~~of the City of Austin~~ and shall be Secretary of SHCC's Board of Directors.

- a) The President shall be an ex officio a member of all standing committees, shall have general supervision of the management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect.
- b) The President shall execute bonds, mortgages, notes, deeds, deeds of trust and other contracts requiring a seal, under the seal to be otherwise signed and executed and except where the signature and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.
- c) The Board hereby designates and authorizes the President of the Corporation to execute any and all documents that are necessary to enter into binding contracts on behalf of the Corporation and the Board.

**SECTION 5. DUTIES OF THE VICE PRESIDENT**

The Vice President shall in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe. The Vice-President shall be the assistant Secretary of SHCC's Board of Directors.

**SECTION 67. DUTIES OF THE TREASURER**

The Treasurer shall have the custody of the corporate funds and the securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in a depository as shall be designated by the Board of Directors. The Treasurer shall disburse the funds of

*Bylaws: Southwest Housing Compliance Corporation*

the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Board Members, at the regular meetings of the Board, or whenever they may require it, and account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Board of Directors may require the President, Vice President, the Secretary and the Treasurer to give the corporation bonds on such sums and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of their office and for the restoration of the Corporation, in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

#### **SECTION 78. ABSENCE OF TREASURER**

The Assistant Treasurer shall have such powers and perform such duties as the Treasurer, or as the Board of Directors or President may prescribe. During the lengthy absence of the Treasurer, the Assistant Treasurer may perform the functions of the Treasurer upon posting any required bond.

#### **SECTION 8. COMPENSATION**

Officers, as employees of the corporation, shall receive salaries for their services. Officers shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

### **ARTICLE 5 CORPORATE RECORDS, REPORTS AND SEALS**

#### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep at its principal office:

- a) Minutes of all meetings of directors, committees of the board and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.
- d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

#### **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, or discontinue a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

#### **SECTION 3. DIRECTORS INSPECTION RIGHTS**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

#### **SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

**SECTION 5. PERIODIC REPORT**

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Corporation, to be so prepared and delivered with the time limits set by law.

**SECTION 6. FISCAL YEAR**

The Fiscal year of the Corporation shall be as determined by the Board of Directors and approved by the Internal Revenue Service. If the Corporation is to have a fiscal year other than the calendar year, an election should be filed with the IRS by the appropriate officer of the Corporation as early as possible, and the application for the Corporation's Employer Identification Number shall reflect such election.

**SECTION 7. WAIVER OF NOTICE**

Any notice required by law or by these Bylaws may be waived by execution of a written waiver of notice executed by the person entitled to the notice. The waiver may be signed before or after the meeting.

**ARTICLE 6  
TAX EXEMPTION PROVISIONS**

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**SECTION 1. LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on by (a) by a corporation exempt from Federal income tax under Section 115 of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**SECTION 2. PROHIBITION OF PRIVATE INUREMENT**

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, if any, its Directors or officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

**SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to the Austin Housing Authority ~~of the City of Austin~~ for one or more exempt purposes within the meaning of Section 115 of the Internal Revenue Code or shall be distributed to a state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**ARTICLE 7  
AMENDMENT OF BYLAWS**

**SECTION 1. AMENDMENT**

Subject to the power of the members, if any, of this Corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval

*Bylaws: Southwest Housing Compliance Corporation*  
of the Board of Directors. Any such change shall be effective immediately.

**ARTICLE 8  
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation which was the founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code as amended from time to time, or to corresponding provisions in any future Federal tax code.

**ARTICLE 9  
ADOPTION OF BYLAWS**

We, the undersigned, are all board members of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 10 pages, as the Bylaws of this Corporation.

\*\*\*\*\*

[Amended and](#) Adopted by the Board of Directors on this 17th day of March 2026.

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

*Bylaws: Southwest Housing Compliance Corporation*



**SOUTHWEST HOUSING COMPLIANCE  
CORPORATION**

**BOARD ACTION REQUEST**

**Executive  
ITEM 3.**

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**MEETING DATE:** March 17, 2026  
**STAFF CONTACT:** Michael Gerber  
**ITEM TITLE:** Presentation, Discussion, and Possible Action regarding Resolution No. 00103: Election of new Officers for the Southwest Housing Compliance Corporation (SHCC)  
**BUDGETED ITEM:** N/A  
**TOTAL COST:** N/A

**ACTION**

Motion to approve Resolution No. 00103 approving new board officers for positions of Chairperson, Vice-Chairperson and 2nd Vice-Chairperson.

**SUMMARY**

**Background:**

With the current officer terms expiring at the end of April, and new terms beginning May 1, 2026, it is necessary for the Board to elect new officers for the Southwest Housing Compliance Corporation Board of Directors.

Current officers are listed below:

Chairperson: Mary Apostolou  
Vice-Chairperson: Carl S. Richie, Jr  
2nd Vice-Chairperson: Tyra Duncan-Hall

**Process:**

The Chairperson, Vice-Chairperson, and Second Vice-Chairperson shall be elected at the annual meeting of the SHCC from the Directors of the SHCC, and shall hold office for two years or until their successors are elected and qualified.

**ATTACHMENTS:**

2026 SHCC Officers Roster



**RESOLUTION NO. 00103**

**ELECTION OF THE OFFICERS OF THE SOUTHWEST HOUSING COMPLIANCE (SHCC)  
CORPORATION BOARD OF DIRECTORS**

**WHEREAS**, the Southwest Housing Compliance Corporation has established bylaws for its operations;

**WHEREAS**, Article 3 Directors, Section 1, states that the affairs of the Corporation shall be managed by the Board of Directors which shall consist of members of the Board of Commissioners of the Austin Housing Authority.

**WHEREAS**, Article 3 Directors, Section 6, states vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; (b) an increase in the authorized number of Directors. If vacancies should occur for either of these two reasons, positions will be filled by a majority vote of the Board of Commissioners of the Austin Housing Authority.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors for the Southwest Housing Compliance Corporation approves new board officers for the positions of the Chairperson, Vice Chairperson and 2nd Vice Chairperson.

Chairperson \_\_\_\_\_

Vice-Chairperson \_\_\_\_\_

2nd Vice-Chairperson \_\_\_\_\_

**PASSED, APPROVED, AND ADOPTED this 17th day of March 2026.**

\_\_\_\_\_  
**Michael Gerber, Secretary**

\_\_\_\_\_  
**Chairperson**

# Southwest Housing Compliance Corporation

Board of Directors

Election of Officers

March 17, 2026

## Current Officers

Chairperson: Mary Apostolou

Vice-Chairperson: Carl S. Richie, Jr.

2<sup>nd</sup> Vice-Chairperson: Tyra Duncan-Hall

## Officers Elect

Chairperson: \_\_\_\_\_

Nominated by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

Vice-Chair: \_\_\_\_\_

Nominated by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

2<sup>nd</sup> Vice-Chair: \_\_\_\_\_

Nominated by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

APPROVED:

Chairperson: \_\_\_\_\_

Vice-Chairperson: \_\_\_\_\_

2<sup>nd</sup> Vice-Chairperson: \_\_\_\_\_