

HOUSING AUTHORITY OF THE CITY OF LIVERMORE
ALAMEDA COUNTY, CALIFORNIA

RESOLUTION NO. 2017-03-08A

RESOLUTION APPROVING AMENDMENTS TO THE BYLAWS OF THE
HOUSING AUTHORITY OF THE CITY OF LIVERMORE

WHEREAS, the Bylaws Committee has conducted a comprehensive review of the Bylaws of the Housing Authority of the City of Livermore to determine whether any existing provisions should be updated or revised;

WHEREAS, the Bylaws Committee has prepared a detailed report describing the issues it considered and the changes it recommends;

WHEREAS, the Board of Commissioners has considered the Bylaws Committee's report and agrees with its recommendations;

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners hereby approves the amendments of the Bylaws of the Housing Authority of the City of Livermore as attached.

DATED: March 8, 2017

(SEAL)

ATTEST:



ALFRED DULAY
EXECUTIVE SECRETARY

HOUSING AUTHORITY OF THE
CITY OF LIVERMORE



CARL ASBURY
CHAIRPERSON
BOARD OF COMMISSIONERS

**BY-LAWS OF THE
HOUSING AUTHORITY OF THE CITY OF LIVERMORE**

ARTICLE I – THE AUTHORITY

Section 1. Name of the Authority – The name of the Authority shall be the "Housing Authority of the City of Livermore."

Section 2. Seal of Authority – The seal of Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization

Section 3. Office of Authority – The office location of the Authority shall be at 3203 Leahy Way, Livermore, California.

ARTICLE II – BOARD OF COMMISSIONERS

Section 1. Commissioners of the Authority

The governing board of the Authority shall be the Board of Commissioners. The members of the Board shall be appointed according to law. The Board of Commissioners shall consist of at least seven residents of the City of Livermore, appointed by the City Council for four year terms. Two of these seven shall be tenants in Housing Authority Programs. When a member resigns, a replacement will be appointed to fill the unexpired term of the resigning member. Terms of the commissioners are renewable at the discretion of the City Council. Board members may not miss more than three (3) unexcused regular meetings per year. Board members who miss more than three meetings per year will be recommended for removal by City Council.

Section 2. Powers

The Authority shall have all the powers granted pursuant to the law including the California Housing Authorities Act, Health and Safety Code Sections 34200 et seq. and Section 8 of the United States Housing Act of 1937.

Section 3. Indemnification/ Insurance

The Authority shall indemnify and hold a Commissioner of the Board harmless to the fullest extent of the law against any lawsuit or threat performed within the scope of his or her duties as a Commissioner, including reasonable attorneys' fees (from reasonable competent counsel selected by the Authority), and judgments incurred in connection with such litigation and to the fullest extent permitted by law against all expenses, judgments, fines and other amount actually and reasonably incurred by them in connection with any threatened , pending or completed action or proceeding, whether civil, criminal, administrative, or investigative.

A commissioner shall repay any amount(s) paid by the Authority, pursuant to the preceding paragraph, if it is later determined that the act or acts of the Commissioner were outside the scope of the

Commissioner's duties as a Commissioner.

Section 4. Insurance of Board Members

The Authority, through the action of its Board of Commissioners shall procure Errors and Omissions insurance coverage naming the Authority and also the individual Commissioners, as joint and several beneficiaries of said Errors and Omissions insurance policy. Any deductible shall be payable by the Authority.

Section 5. Fiduciary Obligation

The Commissioners of the Authority and its officers shall have a fiduciary obligation to take actions in the best interest of the Authority. Commissioners shall abstain from voting on, or influencing any business where the commissioner has a conflict or is not able or willing to take actions in the best interest of the Authority. Officers shall notify the Authority in writing if and when there is an item of Authority business where the officer has a conflict with his/her duties or responsibilities as an officer of the Authority.

ARTICLE III – OFFICERS

Section 1. Officers

The officers of the Authority shall be a Chairperson, a Vice Chairperson, and a Secretary, who shall be the Executive Director and not a voting member of the Commission.

- a) Chairperson – The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by the Commission of the Authority, the Chairperson shall sign all contracts, deed and other instruments made by the Authority. At each meeting, the Chairperson shall submit such recommendations and information as he may consider proper concerning the business affairs and policies of the Authority.
- b) Vice Chairperson – The Vice chairperson shall perform the duties of 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 the Authority shall elect a new Chairperson.
- c) Secretary – This position serves at the pleasure of the Board. The secretary shall be the Executive Director of the Authority and, as Executive Director, shall have general supervision over the day to day administration of the Authority's business and affairs, subject to the direction of the Authority. The Secretary shall be charged with the management of the housing projects of the Authority. The Secretary shall keep the records of the Authority, shall act as secretary of the meetings of the Authority and record all votes and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office. The Secretary shall keep in safe custody the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorize to be executed by the Authority.

The Secretary shall have the care and custody of all funds of the Authority and shall deposit same

in the name of the Authority in such bank or banks as the Authority may select. The secretary shall normally sign all orders and checks for the payment of money and shall pay out and disburse such money under the direction of the Authority. In the absence of the Secretary, all such instruments will be signed by one of the Commissioners as authorized by the Commission. However, investments shall require two authorized signatures for transactions. The Secretary shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority, at each regular meeting (or more often when requested) an account of his transactions and also the financial condition of the Authority. The Secretary shall give such bond for the faithful performance of his duties as the Authority may determine. The secretary shall not execute any contract or make an expenditure over the limit set by the Board, which shall be set at its first meeting in January.

The Secretary shall be appointed by the Authority. Any person appointed to fill the office of Secretary, or any vacancy therein, shall have such term as the Authority fixes, but no Commissioner of the Authority shall be eligible to this office except as a temporary appointee. The compensation of the Secretary/Executive Director shall be determined by the Authority, provided that a temporary appointee selected from the Commissioners of the Authority shall serve without compensation, other than the payment of necessary expenses.

Section 2. Additional Duties

The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority or by the by-laws or rules and regulations of the Authority.

Section 3. Election or Appointment

The Chairperson and Vice Chairperson shall be elected by the first meeting held after January of each year of the Authority from among the Commissioners of the Authority, and shall hold office for one year or until their successors are elected and qualified.

Section 4. Vacancies

Should the offices of Chairperson or Vice Chairperson become vacant, the Authority shall elect a successor from its membership at the next regular meeting. Such election shall be for the unexpired term of said office. When the office of Secretary becomes vacant, the Authority shall appoint a Successor as provided in Section 5 of this article.

Section 5. Executive Director and Additional Personnel

The Authority may from time to time employ such personnel, including the Executive Director, as it deems necessary to exercise its powers, duties and functions as prescribed by the Housing Authorities Law, as amended, and all other laws of the State of California applicable thereto. The selection and compensation of such personnel shall be determined by the Authority subject to the laws of the State of California. Should the Executive Director for any reason be unable to fulfill his/ her duties or term of appointment, the Authority may appoint and/ or hire an interim Executive Director to serve.

ARTICLE IV – COMMITTEES

Section 1. Executive Committee

The Chairperson may establish an Executive Committee composed of the Chairperson, Vice Chairperson and one other Commissioner and an alternate. The Executive Committee may take action for the Authority between regular meetings if such action cannot await action of the full commission. However, such actions must be submitted for approval to the full Commission at its next regular meeting. The Executive Committee may also review business items prior to any meeting for recommendations to the full Commission.

Section 2. Other Committees

The Chairperson shall appoint a Finance Committee which shall make budget and investment recommendations to the full commission and shall review Housing Authority financial transactions on a quarterly basis. The Chairperson may appoint members to any committees for specific issues. All committees shall make recommendations to the full commission for action. The Chairperson shall also appoint a Personnel Committee, an Audit Committee and a By Law Committee.

Section 3. Standing and Ad Hoc Committees

The Standing Committees of the Authority shall be the Executive Committee, the Finance Committee, the Personnel Committee and the Audit Committee. The Authority shall create such Ad-Hoc Committees as necessary to carry out its responsibilities for managing the Authority business.

ARTICLE V – MEETINGS

Section 1. Regular Meetings

Regular meetings shall be held, as needed, with due notice to all Commissioners and the adequate posting at such time and place as may from time to time be determined by resolution of the Authority. Regular meetings are the second Wednesday of every month at the Livermore Housing Authority offices. A minimum of one meeting each calendar quarter is mandatory. In the event a day or regular meeting shall fall on a legal holiday, said meeting shall be held the following week or on another day as designed by the Board of Commissioners. Regular meetings may only be moved or changed upon vote of the majority of Commissioners.

Section 2. Special & Emergency Meetings

- a) Special Meetings – The Chairperson of the Authority or designee may, when s/he deems it expedient, call a special meeting of the Authority for the purpose of transacting any business designated in the request for the meeting, in accordance with the Brown Act. The Chairperson of the Authority or designee shall, upon written request of two Commissioners of the Authority, call a special meeting for the purpose of transacting any business designated in the call. The Notice of a special meeting may be delivered to each Commissioner of the Authority via mail to the business or home address of each Commissioner of the Authority, but must be posted at least two days

prior to the date of such special meeting. No business shall be considered at such Special Meeting other than as designated in the Notice.

- b) Emergency Meetings – The Chairperson of the Authority or designee may call such emergency meetings as necessary. All Emergency meetings must be held in accordance with the Brown Act.

Section 3. Quorum

Four Commissioners shall constitute a quorum for the purpose of conducting Authority business and exercising its powers and for all other purposes. When a quorum is in attendance, action may be taken by the Authority upon a vote of a majority of the Commissioners present.

Section 4. Alternate Chair

In the event a quorum of the Board is present for the meeting, but both the Chair and Vice Chair are absent, the Commissioners present shall select from among themselves a Commissioner to preside as Chair for that meeting.

Section 5. Order of Business

At the regular meetings of the Authority, the order of business shall be in accordance with an agenda submitted by the Chairperson, prepared by the Secretary/Executive Director and the chairperson for each meeting. The Chairperson is responsible for the substantive portions of the Agenda.

Section 6. Manner of Voting

The voting on all questions coming before the Authority shall be by voice or hand vote. A roll call vote may be made and recorded, at the request of any Commissioner.

Section 7. Brown Act: Open Meetings Closed Sessions

All meetings of the Authority shall be open to the public, and all persons shall be permitted to attend any meetings of the Authority except that the Authority may hold closed sessions during the course of any regular or special meeting as permitted by the Brown Act, Government Code sections – 54950 – 54962.

Section 8. Adjournment of Meetings

The Authority may adjourn any regular or special meeting to a time or place specified in the order of adjournments.

Section 9. Rules of Procedure

All rules of order and governance that are not herein provided in these By Laws, shall be determined in accordance with "Roberts Rules of Order, Revised".

ARTICLE VI – PUBLIC PARTICIPATION

Section 1. Discussions Between Citizens & Authority

All remarks should be addressed to the Commissioners as a whole.

Section 2. Manner of Addressing Authority

Prior to speaking, a member of the public may be requested to state his or her name in a clear and audible tone of voice, but cannot be required.

Section 3. The Limit

Individuals, designated spokespersons for recognized groups or organizations who wish to address the Commissioners shall have three minutes to address the Commissioners. However, they may request additional time and said additional time will only be granted with the permission of the Chair and subject to the consent of the Authority.

ARTICLE VII – AMENDMENTS

Section 1. Amendments to Bylaws

The Bylaws of the Authority shall be amended only with approval of at least four (4) of the Commissioners of the Authority at a regular or special meeting, but no such amendments shall be adopted unless seven days written notice thereof has been previously given to all of the members of the Authority.

ARTICLE VIII – CONFLICT WITH STATE STATUTES

Section 1. Conflicts

Nothing within these By-Laws shall be inconsistent with State Statutes. To the extent there is a conflict, State Law shall prevail.

GENERAL PROVISIONS

Severability

If any provision or clause of these By-Laws or the application thereof to any person or circumstance is held to be unconstitutional, or to be otherwise invalid, by any court of competent jurisdiction, such invalidity shall not affect other provisions, clauses, or applications thereof which can be implemented without the invalid provision, clause or application and to this end the provision and clauses of these By-laws are declared to be severable.

Date of Adoption by the Board: March 8, 2017