

**HOUSING AUTHORITY OF THE CITY OF LIVERMORE
ALAMEDA COUNTY, CALIFORNIA**

RESOLUTION NO. 2021-02-17-A

APPROVAL OF AMENDMENTS TO THE LHA BOARD OF COMMISSIONERS' BY-LAWS

WHEREAS, The Housing Authority of the City of Livermore (LHA) has a seven (7) member Board that is governed by the existing By-Laws which were last updated March 8, 2017; and

WHEREAS, the By-Laws have been reviewed in comparison with the City of Livermore Housing Authority Rules of Procedures; and

WHEREAS, the existing By-Laws have been amended to incorporate the City's rules of procedures;

NOW, THEREFORE, BE IT RESOLVED, the Board of Commissioners of the Housing Authority of the City of Livermore hereby approves the amendments of the LHA By-Laws.

DATED: February 17, 2021

(SEAL)

ATTEST:

HOUSING AUTHORITY OF THE CITY OF LIVERMORE



D'JON PAUL SCOTT-MILLER
EXECUTIVE DIRECTOR



MARK PALAJAC
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, in the city of Livermore, County of Alameda, State of California, Zip Code 94550.

These By-Laws shall be known as the Rules and Procedures of the Housing Authority of the City of Livermore. A copy of these Rules and Procedures shall be filed in the office of the Housing Authority of the City of Livermore for examination by the public.

The procedures of the Board of Commissioners shall be governed by these rules, including any amendments hereafter adopted; provisions of the latest edition of Robert’s Rule of Order (newest revision) shall govern any procedural situation not covered by these rules, either expressly or by necessary implications.

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 by the Livermore City Council according to law. The Board of Commissioners shall consist of seven (7) residents of the City of Livermore. Each Commissioner appointed by the City Council shall serve no more than two consecutive four (4) year terms or a total of eight (8) years unless, the member was selected to complete an unexpired term. Two (2) of these seven (7) commissioners shall be Tenant Commissioners, currently participating in Housing Authority Programs, per California Health & Safety Code 34270. One (1) of the two (2) Tenant Commissioners shall be over 62 years of age as required by law.

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. Appointed members shall serve their full terms unless they choose to resign voluntarily, no longer live in the City of Livermore, or the Tenant Commissioner no longer resides in a Housing Authority-owned dwelling unit or is no longer a participant of the Housing Choice Voucher program in Livermore. The City Council may remove any member from the board for inefficiency, neglect of duty, or behavioral misconduct.

Section 2. Meeting Attendance

Board members may not miss more than three (3) regular meetings per year. Should a commissioner miss more than three (3) regular meetings per year, the City Clerk of the City of Livermore will be notified as appointment of and removal of commissioners is the responsibility of the City Council. If a member is unable to attend a regular scheduled meeting, they must notify the Chairperson or Executive Director prior to the start of the meeting.

Section 3. Powers

The Authority shall have all the powers granted pursuant to the law including the California Housing Authorities Laws Act, Health and Safety Code Sections 34200 et seq. and Section 8 of the United States Housing Act of 1937. The Authority shall notice and conduct its meetings in accordance with the requirements of the Ralph M. Brown Act, California Government Code Section 54950-et seq.

Section 4. Indemnification/ Insurance

The Authority shall indemnify and hold a Commissioner of the Board harmless to the fullest extent permitted by law against any lawsuit or threat of lawsuit arising out of or resulting from acts of said Commissioner which are performed within the scope of his/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 (giving rise to the suit or threat of suit) were performed outside (rather than under) the scope of the Commissioner's duties as a Commissioner.

Section 5. Insurance of Board Members

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

Section 6. 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 or 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 Commission shall be the Chairperson, Vice Chairperson, and a Secretary, who shall be the Executive Director and who shall not be a voting member of the Board of Commissioners. No members of the Commission shall serve more than two (2) successive terms as Chairperson.

- a) Chairperson – The Chairperson shall preside at all meetings of the Board of Commissioners, except as otherwise authorized by the Commission of the Authority. At each meeting, the Chairperson shall be responsible for the conduct of the meetings and expediting the business of the Authority consistent with the majority opinion of the Commission. The Chairperson shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chairperson shall submit any recommendations and information as s/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 the case of resignation or the Chairperson can no longer continue, 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) Presiding Officer – In the absence of the Chairperson or Vice Chairperson, the members present shall select a Presiding Officer.

- d) Secretary – This position serves at the pleasure of the Board. The Executive Director of the Housing Authority shall be the Secretary of the Authority and, 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 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/her transactions also the financial condition of the Authority. The Secretary shall give such bond for the faithful performance of his/her 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 at the first meeting held in January of each year from among the Commissioners of the Authority, and shall hold office for one (1) 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 an Executive Director for any reason be unable to fulfill their duties or term of appointment, the Authority may appoint and/ or hire an interim Executive Director to serve.

ARTICLE IV – COMMITTEES

There shall be such committees as follows below. The Chairperson may appoint members of the commission to any of the following committees for specific issues. All committees shall make recommendations to the full commission for action.

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 act 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 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, Finance Committee, Personnel Committee and 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

Advance publicity shall be given to reasonably ensure that the public is notified of all Commission meetings. More information regarding Board of Commission meetings can be found at the Authority website livermoreha.org. All meetings shall follow an agenda prepared by the Secretary.

Section 1. Order of Business

The following is established as the Order of Business for regular Commission meetings.

- 1) Call to Order/Roll Call
- 2) Approval of Meeting Minutes
- 3) Public Comment
- 4) Old Business
- 5) New Business
- 6) Staff Reports
- 7) Communications
- 8) Reports/Items from Commissioners
- 9) Committee Reports

10) Adjournment

The Secretary, in collaboration with the Chairperson, shall cause an agenda of items of business, in conformity with this rule, to be prepared and distributed by email to Commission members no later than the Thursday preceding each meeting of the Commission. The Commission, by vote, may alter the foregoing order of business at any meeting, however, action by the Commission on items not on the meeting agenda can only be taken if a finding is made that an emergency exists or if the need to act arose after the posting of the agenda.

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Authority.

Section 2. Regular Meetings

Regular meetings shall be held monthly with time and place and date set by resolution of the Commission. Regular meetings shall be held on the second Wednesday of every month, except no meetings shall be held on a legal holiday, in which event the said meeting shall be held the following week or on another day designated by the Board of Commission. A minimum of one (1) meeting each calendar quarter is mandatory. Regular meetings may only be moved or changed upon majority vote of the Commissioners.

Section 3. 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 and 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 Regular and Special meetings must be held in accordance with the Brown Act.

Section 4. Closed Sessions

Business may be conducted in closed session for personnel evaluations or labor negotiations, pending litigation suits, and real estate negotiations as permitted and in accordance with the Brown Act.

Section 5. Quorum

The powers of the Authority shall be vested in the Board of Commissioners thereof. Four (4) Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers, and for all other purposes, except as otherwise stated herein, and where a quorum is in attendance, action may be taken by a vote of the majority of Commissioners present.

- a. Actions shall be by formal motion or resolution.
- b. Each Commissioner shall have one (1) vote.
- c. Proxy votes shall not be permitted.

Section 6. 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 7. Manner of Voting

The voting on any resolution or business coming before the Authority shall be by hand or voice vote as expressed by stating, Aye, Nay or Abstain. All Ayes, Nays and Abstentions on any votes shall be recorded in the minutes of such meeting. A roll call vote may be requested by any Commissioner and the vote shall be recorded in the minutes of such meeting.

Section 8. 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 any regular or special meeting as permitted by the Brown Act, Government Code sections – 54950 – 54962, in which the public cannot attend.

Section 9. Adjournment of Meetings

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

Section 10. 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. Policy

Members of the public shall be afforded the opportunity to speak non-agenda items at the beginning of each meeting. Members of the public will also be granted an opportunity to comment on any agenda item of a substantive nature providing the Chairperson first recognizes them. Any member of the public wishing to comment may request to do so during the designated Public Comments period at the beginning of the meeting. Persons speaking to the Commission on an agenda item shall confine their remarks to the subject under discussion. A speaker comment card must be completed and given to the Commission prior to the beginning of the meeting.

Section 2. Discussions Between Citizens & Authority

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

Section 3. Manner of Addressing Authority

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

Section 4. Time 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 Chairperson and subject to the consent of the Authority.

ARTICLE VII – AMENDMENTS

Section 1. Amendments to By-Laws

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 the members of the Authority.

ARTILCE 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:

Resolution No: