

**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 ~~at least seven (7) residents of the City of Livermore, Each Commissioner~~ appointed by the City Council ~~for 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 ~~tenants~~ Tenant Commissioners, currently participating in Housing Authority Programs, these commissioners 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.

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Section 2. Meeting Attendance

Board members may not miss more than three (3) ~~unexcused~~ regular meetings per year. ~~Board members who~~Should a commissioner miss more than three (3) regular meetings per year, the City Clerk of the City of Livermore will be recommended for notified as appointment of and removal by City Council 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. The member may appeal the request for removal to the City Council. The final decision to remove a member from the Authority rests solely with the City Council.

Section 23. 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 34. Indemnification/Insurance

The Authority shall indemnify and hold a Commissioner of the Board harmless to the fullest extent of the 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 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 (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.

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Commissioner's duties as a Commissioner, Section 45. Insurance of Board Members

The Authority, shall procure and maintain 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.

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Section 56. 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/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 Authority Commission shall be at the Chairperson, a Vice Chairperson, and a Secretary, who shall be the Executive Director and who shall not be a voting member of the Commission 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 Authority Board of Commissioners. Except as otherwise authorized by the Commission of the Authority, the 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, deed and other instruments made by the Authority. At each meeting, the Chairperson shall submit such 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 the resignation or death of 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.

e)d) Secretary – This position serves at the pleasure of the Board. The secretary shall be the Executive Director of the Housing Authority shall be the Secretary 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 in January of each year of the Authority 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 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

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Director to serve.

ARTICLE IV – COMMITTEES

There shall be such committees as followed 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 ~~take action~~ 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 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

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 be public and shall follow an agenda prepared by the Secretary.

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Section 1. Order of Business

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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

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Regular meetings shall be held, as needed, with due notice to all Commissioners and the adequate posting at such monthly with time and place as may from time to time be determined and date set by resolution of the Authority 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. Meetings shall be held at the Livermore Housing Authority offices, located at 3203 Leahy Way, Livermore, CA. 94550 beginning @5:30pm. A minimum of one (1) 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 majority vote of the majority of Commissioners.

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Section 2.3. Special & Emergency Meetings

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Section 6. Manner of Voting

The voting on ~~all questions any resolution or business~~ coming before the Authority shall be by hand or voice or hand vote as expressed by "Ayes", "Nay" or "Abstain". All "Ayes", Nays and "Abstention" on any votes shall be recorded in the minutes of such meeting. A roll call vote may be ~~made and recorded, at the request of requested by~~ any Commissioner, the vote shall be recorded in the minutes of such meeting.

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Section 78. 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, in which the public cannot attend.

Section 89. Adjournment of Meetings

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

Section 910. 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 on any agenda item of a substantive nature providing the Chairperson first recognizes them. 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 23. 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.

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Section ~~3.~~ 4. Time Limit

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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~~ Chairperson and subject to the consent of the Authority.

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ARTICLE VII – AMENDMENTS

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Section 1. Amendments to ~~Bylaws~~ By-Laws

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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

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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~~
Resolution No: ~~2017-03-08A~~

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