

**BYLAWS
OF THE
BERKELEY HOUSING AUTHORITY**

ARTICLE I

THE AUTHORITY

Section 1. Name of the Authority

The name of the Authority shall be the Berkeley Housing Authority (“Authority”).

Section 2. Seal of the Authority

The seal of the 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 the Authority

The Office of the Authority shall be at 1936 University Avenue, in the City of Berkeley, California or at such other place within the City as the Authority may determine. The Authority may hold its meetings at such place as it may, from time to time, designate.

ARTICLE II

BOARD OF COMMISSIONERS

Section 1. Commissioners of the Authority

The governing board of the Authority shall be the Board of Commissioners (the “Board”). The members of the Board shall be appointed according to law.

Section 2. Powers

The Authority shall have all the powers granted pursuant to law including the California Housing Authorities Law, Health and Safety Code Sections 34200 *et seq.* and the United States Housing Act of 1937, 42 United States Code, Section 1427 *et seq.* 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.* (“Brown Act”).

Section 3. Indemnification

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

or her duties as a Commissioner, including reasonable attorneys' fees (from reasonably competent counsel selected by the Authority), and judgments incurred in connection with such litigation or threat of litigation and to the fullest extent permitted by law against all expenses, judgments, fines, and other amounts 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 4. Insurance of Board Members

The Agency, shall maintain General Liability, Public Officials and Employees Errors, Personal Liability Coverage for Board Members, Employment Practices Liability, Employee Benefits Liability, Employee Dishonesty Coverage, Auto Liability, Uninsured/Underinsured Motorist, Property Coverage, Boiler and Machinery Coverage, and Workers' Compensation insurance coverage naming the Authority and also the individual Commissioners, as joint and several beneficiaries. Any deductible shall be payable by the Authority under its aforementioned duty to indemnify its Board Members.

ARTICLE III

OFFICERS

Section 1. Officers

The officers of the Authority shall be the Chair, Vice Chair, and Secretary.

Section 2. Chair

The Chair shall preside at all meetings of the Authority and is generally responsible for expediting the business of the Authority at all times, consistent with the majority opinion of the Commission. Except as otherwise authorized by resolution of the Authority, the Chair will sign all contracts, deeds and other instruments formally approved by the Board.

Section 3. Vice Chair

The Vice Chair shall perform the duties of the Chair in the absences or incapacity of the Chair; and in case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the Board shall select a new Chair.

Section 4. Additional Duties

The Officers of the Board shall perform such other duties and functions as may, from time to time, be required by resolution of the Authority, or by the Bylaws of the Authority.

Section 5. Election or Appointment

The Chair, and Vice Chair, shall be elected at the Annual Meeting of the Authority from among the Commissioners of the Authority, and shall hold office for one year.

Section 6. Vacancies

Should the offices of Chair, or Vice chair, become vacant, the Board shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office.

Section 7. Executive Director

The Board shall appoint, by adoption of a resolution, the Executive Director who shall also serve as Secretary of the Authority. The Executive Director shall have general supervision over the administration of the Authority's affairs, subject to the general policies adopted by the Board, and shall be charged with carrying out such policies and such other duties as the Board may, from time to time, direct the Executive Director to perform.

The Executive Director shall administer the affairs of the Authority in accordance with the operational, fiscal, personnel and other policies adopted by the Board, and applicable Federal and State statutes and regulations. The Executive Director shall keep the Board fully advised as to the status of the affairs of the Authority on a regular basis.

Section 8. Secretary

The Executive Director shall be the Secretary of the Authority. The Executive director may assign the duties of this position to other persons or entities. Any person appointed to fill the office of Secretary, or any vacancy therein, shall serve at the pleasure of the Board. No member of the Board shall be eligible for the office of Secretary.

The Secretary shall be custodian of the records of the Authority, shall attend the meetings of the Authority, unless excused, shall act as Secretary of the meetings of the Authority, and record all votes, shall keep a record of the proceedings of the Authority, and shall perform all other duties incident to that office. The Executive Director shall keep in safe custody the seal of the Authority, and shall have the power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

No Commissioner shall be eligible for the position of Executive Director for at least one year after the conclusion of his/her terms of office.

Section 9. 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.

Commissioners shall notify the Authority in writing if and when there is an item of Authority business where the officer has duties or responsibilities, in addition to those of the Authority, that conflict with his/her duties and responsibilities as a Commissioner of the Authority.

ARTICLE IV

MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the Authority shall be held the first meeting in September.

Section 2. Regular Meetings

Regular meetings shall be held at least monthly on such day and at such time and place as shall be determined by resolution of the Authority except no regular meetings shall be held in August and December.

Section 3. Special and Emergency Meetings

- (a) Special Meetings. The Chair of the Authority may, in the chair's discretion, and shall, upon the request of two (2) members of the board call special meeting of the Authority for the purpose of transacting any business designated in the call. No business shall be considered at the special meeting other than designated in the call, except as permitted by law for matters of an emergency nature.
- (b) Emergency Meetings. An Emergency Meeting may be held in accordance with the Brown Act.

Section 4. Quorum

The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. Four (4) Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is established, action may be taken by the Authority only upon a vote of a majority of the Commissioners of the Authority.

Section 5. Alternate Chair

In the event of 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 6. Recess Authority

The Executive Director is authorized to take actions deemed time sensitive and critical during the August and December recess, and between regular meetings, upon a finding that failure to act would prevent the Authority from making a timely response to the U.S. Department of Housing and Urban Development (HUD) or have an adverse financial impact on the Authority if not acted upon. All such actions shall be presented to the Board for ratification at the next regularly scheduled Board meeting.

Section 7. Order of Business

At the regular meeting of the Authority, the following shall be the order of business:

1. Call to Order
2. Roll Call
3. Comments from the Public
4. Ceremonial Matters
5. Closed Session
6. Approval of Minutes
7. Report from the Executive Director
8. Consent Agenda
9. Old Business
10. New Business
11. Commissioners' Questions and Matters
12. Communications
13. Adjournment

The Executive Director/Secretary shall cause an Agenda of items of business, in conformity with this rule, to be prepared and distributed to the Board members in accordance with the Brown Act. The Board, by vote, may alter the forgoing order of business during any meeting, however, action by the Board on items not on the meeting agenda can only be taken if a finding can be made that an emergency exists, and that the need to take action arose after the posting of the agenda.

Section 8. Manner of Voting

The voting on any resolution coming before the Authority may be by voice vote, collective commitment as expressed by "yeas" and "nays", "abstentions", or roll call, at the request of any member. All "yeas" and "nays" and "abstentions" on any vote shall be entered in the Minutes of such meeting.

Section 9. Brown Act: Open Meetings, Closed Sessions

All meetings of the Authority shall be open and public, and all persons shall be permitted to attend any meeting 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.

Section 10. Adjournment of Meetings

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

Section 11. Rules of Procedure

All rules of order not herein provided for shall be determined in accordance with the most recent published version of "Roberts Rules of Order."

ARTICLE V

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.

Section 2. Discussion Between Citizens and Authority

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

Section 3. Time Limit

Individuals will be given three minutes to address the Authority unless additional time is allowed as provided for spokespersons. Designated spokespersons for recognized groups or organizations will have five minutes to address the Commissioners; provided, however, that they may request additional time and will be granted such only with the permission of the Chair and subject to the consent of the Authority.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees

There shall be Standing Committees, as follows:

1. Three by Three Committee with the City of Berkeley
2. Other such Committees as may be created by the Board

The Chair, and when that office is vacant, the Vice Chair, shall appoint the membership of the Committees, each of which shall be chaired by a Commissioner selected by members of the Committee.

ARTICLE VII

AMENDMENTS

Section 1. Amendments to the By-Laws

The By-Laws of the Authority shall be amended only with the affirmative vote of at least five Commissioners 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 Commissioners.

ARTICLE VIII

CONFLICT WITH STATE STATUTES

Section 1. Conflicts

Nothing within these Bylaws shall be inconsistent with California law; to the extent there is a conflict, California Law shall prevail.

GENERAL PROVISIONS

Severability

If any provision or clause of these Bylaws or the application thereof to any person or circumstances 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 Bylaws are declared to be severable.

Date of Adoption by the Board: September 16, 2010
Amendment: October 12, 2017