

BYLAWS OF THE
HOUSING AUTHORITY
OF THE CITY OF SANTA ROSA

ARTICLE I - THE AUTHORITY

Section 1.01. Name of Authority. The official name of the Authority shall be the "Housing Authority of the City of Santa Rosa".

Section 1.02. Seal of 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 1.03. Office of Authority and Place of Meeting. The office of the Authority shall be at 90 Santa Rosa Avenue, Santa Rosa, California, or at any place in the City of Santa Rosa, California, which the Authority may from time-to-time designate. The Authority meetings shall be held in the City Council Chamber, City Hall, 100 Santa Rosa Avenue, Santa Rosa, California, or elsewhere in the City of Santa Rosa, California where deemed necessary by the Authority members and/or the Executive Director.

Section 1.04. Powers. The powers of the Authority shall be vested in the members thereof then in office, who reserve unto themselves the right to delegate by resolution such powers as are appropriate and permissible by law.

Section 1.05. Governing Body. The governing body of the Authority shall consist of seven (7) Commissioners, two (2) of which shall be tenants of the Authority as provided in Section 34270 of the California Health and Safety Code. Commissioners shall be appointed by resolution of the City Council of the City of Santa Rosa. Commissioners shall serve for a term of four (4) years except that tenant Commissioners appointed as provided in Section 34270 of the California Health and Safety Code shall serve for a term of two (2) years. Commissioners shall serve as a governing body of the Housing Authority of the City of Santa Rosa and shall have all of the rights, powers, duties, privileges and immunities vested by the California Housing Authority Law in such authority.

ARTICLE II - OFFICERS

Section 2.01. Officers. The officers of the Authority shall be a Chairman and a Vice-Chairman. Other officials acting as its staff shall be an Executive Director, a Secretary, a Finance Director and a General Counsel.

Section 2.02. Chairman. The Chairman of the Authority shall be elected by the Authority members. The chairman shall preside at all meetings of the Authority. Except as otherwise authorized by motion, resolution or policy decision of the Authority or the provisions of these Bylaws, the Chairman shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chairman may submit recommendations and information as the Chairman may consider proper concerning the business affairs and policies of the Authority.

Section 2.03. Vice-Chairman. The Vice-Chairman shall be elected by the Authority. The Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman. In the event of resignation or death of the Chairman, the Vice-Chairman shall perform such duties as are imposed on the Chairman until such time as the Authority shall elect a new Chairman.

Section 2.04. Executive Director. The Executive Director shall be the Director of the Department of Housing and Redevelopment of the City of Santa Rosa. The Executive Director shall have general supervision over the administration of Authority business and affairs, subject to the direction of the Authority.

Section 2.05. Secretary. The Secretary shall be the Executive Director. The Secretary shall keep the records of the Authority, act as Secretary at meetings of the Authority, record all votes and keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and perform all duties incident to the Secretary's office. The Secretary shall maintain a record of all official proceedings of the City Council of the City of Santa Rosa relevant to the Authority and the housing projects, programs, and activities.

Section 2.06. Finance Director.

- A. The Finance Director shall be the Director of Administrative Services of the City of Santa Rosa.
- B. The Finance Director shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank as the Finance Director deems appropriate. The Finance Director shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Authority. The Finance Director shall keep regular books of account, showing receipts and expenditures.
- C. The Finance Director shall invest Authority funds in accordance with the City of Santa Rosa Investment Policy.

Section 2.07. General Counsel. The General Counsel shall be appointed by the Authority and shall serve at the pleasure of the Authority. The General Counsel shall be a legal officer of the Authority and shall be responsible for the preparation of proposed resolutions, laws, rules, contracts, bonds and other legal papers for the Authority for matters that pertain to the general daily activities of the Authority. The General Counsel shall give advice or opinions in writing to the Chairman or other Authority officers whenever requested to do so. The General Counsel shall attend to all suits and other matters to which the Authority is a part or in which the Authority may be legally interested and do such other things pertaining to the General Counsel's office as the Authority may request.

Section 2.08. Compensation. The members of the Authority shall receive such compensation as the City Council prescribes but said compensation shall not exceed \$30.00 per member for each meeting of the Authority attended by the member or such other amount as permitted by statute. No member shall receive compensation for attending more than four meetings of the Authority during any calendar month. In addition, members all receive their actual and necessary expenses, including traveling expenses incurred in the discharge of their duties.

Section 2.09. 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 the Bylaws or rules and regulations of the Authority.

Section 2.10. Election or Appointment of Officers. The Chairman and Vice-Chairman shall be elected annually from among the members of the Authority. The election shall be held at the Authority's annual meeting or at a meeting that will allow the new officers to take office consistent with the new calendar year. Officers other than Chairman and Vice-Chairman shall be either as designated in these bylaws or as may be appointed by the Authority. The Chairman and Vice-Chairman shall hold office for one year or until their successors are elected.

Section 2.11. Absences and Vacancies. In the temporary absence of the Chairman and Vice-Chairman, the Authority members shall elect a member present as temporary Chairman for the purpose of conducting meetings and performing the duties of the Chairman. Should the offices of Chairman or Vice-Chairman become vacant, the Authority shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office. Should any office other than Chairman or Vice-Chairman become vacant, the Authority shall appoint a successor within a reasonable time or by resolution determine that such office shall remain vacant for a definite or indefinite period of time.

Section 2.12. Additional Personnel. The Authority may from time-to-time appoint or employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the Housing Authorities Law as amended, of California, and all other laws of the State of California applicable thereto. The selection, duties and compensation of such personnel shall be determined by the Authority and the Executive Director, subject to the laws of the State of California. The Authority may utilize the Personnel Services of the City of Santa Rosa in lieu of appointing or employing personnel.

ARTICLE III - MEETINGS

Section 3.01. Annual Meeting. The annual meeting of the Authority shall be held on the fourth Monday in December at or after 1:30 p.m. in the City Council Chamber, City Hall, 100 Santa Rosa Avenue, Santa Rosa, California or at a date and time so designated by the Authority and/or the Executive Director. Such meeting will be duly noticed.

Section 3.02. Regular Meeting. The regular meetings of the Authority shall be held on the fourth Monday of each month at or after 1:30 p.m. in the Council Chamber or at such time and place as may from time-to-time be determined by the Authority. In the event a day of the regular meeting shall be a legal holiday, said meeting shall be held on another, duly noticed, available day designated by the Authority members.

Section 3.03. Special Meetings. The Chairman or the Executive Director of the Authority may, when it is deemed expedient, call a special meeting of the Authority for the purpose of transacting the business designated in the call. At such special meeting, no business shall be considered other than as designated in the call.

Section 3.04. Budget Meeting. The budget meeting of the Authority shall be held on the third Monday of June at or after 1:30 p.m. in the City Council Chamber or at a date and time so designated by the Authority and/or the Executive Director.

Section 3.05. Posting Agendas/Notices. The Secretary or his or her authorized representative shall post an agenda for each regular Authority meeting or a notice for each special Authority meeting containing a brief description of each item of business to be transacted or discussed at the meeting together with the time and location of the meeting. Agendas/notices shall be posted at the bulletin board immediately adjacent to the Council Chamber, City Hall, 100 Santa Rosa Avenue, and in the Department of Housing and Redevelopment Office's front counter public information area, 90 Santa Rosa Avenue, at least

72 hours in advance of each regular meeting and at least 24 hours in advance of each special meeting. The Secretary shall maintain a record of such posting.

Section 3.06. Right of Public to Appear and Speak. At every regular meeting, members of the public shall have an opportunity to address the Authority on matters within the Authority's subject matter jurisdiction. Except for matters scheduled for formal public hearing, public input and comment on matters not otherwise on the agenda shall be made during the time set aside for public comment; provided, however, that the Authority may direct that public input and comment on matters on the agenda be heard when the matter regularly comes up on the agenda.

The Chairman or presiding officer may limit the total amount of time allocated for public discussion by particular issues and/or the time allocated for each individual speak.

Section 3.07. Non-Agenda Items. Matters brought before the Authority at a regular meeting which were not placed on the agenda of the meeting shall not be acted upon by the Authority at that meeting unless action on such matters is permissible pursuant to the Brown Act (Gov. Code Section 950 et seq.). Those non-agendaed items brought before the Authority which the Authority determines will require Authority consideration and action and where Authority action at that meeting is not so authorized shall either be placed on the agenda for the next regular meeting or referred to staff, as directed by the Chairman or the presiding officer.

Section 3.08. Quorum. Four (4) members of the Authority shall constitute a quorum for the purpose of conducting Authority business, exercising Authority powers and for all other purposes, but a smaller number may adjourn from time-to-time until the quorum is obtained. Every official act of the Authority shall be adopted by a majority vote. A "majority vote" shall mean a majority of all members present when a quorum is present.

Section 3.09. Order of Business. At the regular meetings of the Authority, the following shall be the order of business; provided, however, that the Chairman may, with the approval of the majority of the Authority, address items out of order, if because of the number of persons

present who are interested in a particular issue, or because of the distance that persons interested in a given matter must travel, or otherwise for the orderly conduct of the meeting, the

Authority should so decide:

- A. Study Sessions
 1. Call to Order.
 2. Roll Call
 3. Public Appearances
 4. Acknowledgements and Announcements
 5. Statements of Abstentions
 6. Approval of Minutes
 7. Chairman/Commissioner Reports
 8. Committee Reports
 9. Consent Items
 10. Scheduled Items
 11. Written Communications
 12. Executive Session
 13. Adjournment

All resolutions shall be in writing and designated by number, reference to which shall be inscribed in the minutes and an approved copy of each resolution filed in the official book of resolutions of the Authority.

Section 3.10. Manner of Voting. The voting on formal resolutions, matters to any federal, state, county or city agency, and on such other matters as may be requested by a majority of the Authority members, shall be by roll, and the ayes, noes and members present not voting shall be entered upon the minutes of such meeting, except on the election officers, which may be by ballot.

Section 3.11. Parliamentary Procedure. Unless a different procedure is established by resolution of the Authority or set forth in these Bylaws, the rules of parliamentary procedure as set forth in Robert's Rules of Order Revised shall govern all meetings of the Authority.

Section 3.12. Brown Act Requirements. The provisions contained in this Article III are consistent with the provisions set forth in the Ralph M. Brown Act, Government Code Section 54950 et seq. In the event any provision contained herein is inconsistent with the Brown Act,

as it currently exists or as it may be subsequently amended, the provisions contained in the Brown Act shall prevail.

ARTICLE IV - AMENDMENTS

Section 4.01. Amendments to Bylaws. The Bylaws of the Authority may be amended by the Authority at any regular or special meeting by majority vote, provided that no such amendment shall be adopted unless at least seven (7) days' written notice thereof has been previously given to all members of the Authority. Such notice shall identify the section or sections of the Bylaws proposed to be amended.

ARTICLE V - CONFLICTS

Section 5.01. Conflicts. Conflicts shall be determined and governed by a Conflict of Interest Code to be adopted by the Authority and approved by the City Council.