

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 or the Executive Director.

Section 1.04. Powers. The powers of the Authority shall be vested collectively 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. One such tenant commissioner shall be over the age of 62 if the authority has tenants of such age. 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, at California Health & Safety Code § 34200 et seq., as may be amended from time to time (the "Housing Authority Law").

ARTICLE II - OFFICERS

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

Section 2.02. Chair. The Chair of the Authority shall be elected by the Authority members. The Chair 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 Chair shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chair may submit recommendations and information as the Chair may consider proper concerning the business affairs and policies of the Authority.

Section 2.03. Vice-Chair. The Vice-Chair shall be elected by the Authority. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In the event of resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair for the remainder of the unexpired term. In the event of resignation or death of the Vice-Chair, the Authority shall elect from its members a Vice-Chair for the remainder of the unexpired term.

Section 2.04. Election of Officers. The Chair and Vice-Chair shall be elected annually from among the members of the Authority. The election shall be held at the next regular meeting of the Authority following City Council appointments to the Authority Board for the new calendar year, if applicable, and otherwise at the Authority's regular January meeting. The term of the Chair and Vice-Chair shall be one year or until their successors are elected. The Chair and Vice-Chair may serve consecutive terms if so elected by the Authority.

Section 2.05. 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.

Section 2.06. Additional Personnel. The Authority may utilize the personnel of the City of Santa Rosa or may appoint or employ its own personnel as it deems necessary to exercise its powers, duties and functions consistent with the Housing Authority Law and all other laws of the State of California applicable thereto.

Section 2.07. Executive Director. The Executive Director shall be the Director of the Department of Economic Development and Housing 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. The Executive Director shall be the Secretary per Health and Safety Code Section 34278 (a).

Section 2.08. General Counsel. The Authority General Counsel shall be an Assistant City Attorney of the City of Santa Rosa, unless general or specialized legal services are otherwise contracted by the Authority. The General Counsel shall represent the legal interests of Authority, provide legal advice to the Authority Officers, Executive Director and Authority

Staff, prepare, review and approve as to form legal documents of Authority, represent Authority in legal proceedings, subject to the direction of the Authority Board.

ARTICLE III - MEETINGS

Section 3.01. 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. or at such time as may from time-to-time be determined by the Authority. In the event such date falls on a legal holiday, the meeting may be held on another, duly noticed, available day designated by the Authority members or the Executive Director.

Section 3.02. Special Meetings. The Chair 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 3.03. Noticing Meetings and Cancellations. All meetings and cancellations of meetings of the Authority shall be scheduled and noticed in accordance with the Ralph M. Brown Act (California Government Code Sections 54950, et seq).

Section 3.04. 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. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Commissioners, if any action taken is approved by at least a majority of the required quorum for such meeting. 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. A majority of the Commissioners then present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 3.05. Procedures and Protocols. The Authority shall follow the Santa Rosa City Council Manual of Procedure and Protocols, adopted by the City Council on May 25, 1999 pursuant to the Resolution No. 23989, as subsequently amended and as may be further amended from time to time, including the adoption of Rosenberg's Rules of Order, unless otherwise specified in California Housing Authority Law. In the event of a conflict, the California Housing Authority Law shall control and take precedence, then the City Council Procedure and Protocols, and lastly these bylaws. When necessary to resolve issues that may arise over process, the Chair will refer to Legal Counsel.

ARTICLE IV - AMENDMENTS

Section 4.01. Amendments to Bylaws. These Bylaws may only be amended by a vote of not less than four (4) members of the Authority Board at any regular or special meeting.

ARTICLE V - CONFLICTS

Section 5.01. Conflicts. The Authority shall follow The City of Santa Rosa Conflict of Interest Code as adopted by the City Council and amended from time to time. Any member of the Authority who has a financial interest or any other conflict of interest in any matter coming before the Authority shall state the nature of the disqualification and disqualify himself/herself from discussing or voting on that matter in accordance with City Council Policy 000-02, Public Announcement of Intent to Abstain.

Cited Reference Materials:

- California Health and Safety Code, Part 1.7, Chapter 5, Section 34200 (Housing Authority Law)
- City Council Policy 000-02, Public Announcement of Intent to Abstain
- City Council Procedures and Protocols, Revised July 30, 2013, by City Council Resolution No. 28317
- Rosenberg's Rules

Adopted: July 27, 2015