



TACOMA HOUSING AUTHORITY

RESOLUTION 2008-01-23 (3)

DATE: January 23, 2008

TO: Board of Commissioners

FROM: Michael Mirra
Executive Director

RE: Amend THA Board of Commissioners By-Laws
Adopt THA Policy G-10 Ethics and Conflicts of Interest

Background

This resolution would amend the By-Laws for the Board of Commissioners and adopt a new policy, THA Policy G-10 Ethics and Conflicts of Interest. In my December Board packet, I enclosed the drafts of each. I append them again to this resolution. Both of these actions are related, so I present them in a single resolution. They both come to us as recommendations from our legal counsel.

The notable changes to the By-Laws, and their relation to the new conflicts policy, are as follows:

- *Expanded Authority: Sections 1.2.14 and 1.2.29*
These changes are necessary to more clearly state the powers we are asking the city to confer on with THA as a public development authority, most immediately as part of our purchase of the Rhodes Building. It will also be useful for authority to do business outside the City of Tacoma as we are presently doing pursuant to an agreement with the Pierce County Housing Authority or as we may hope to do with the permission of other jurisdictions.
- *Rules of Order: Section 4.9*
Our present By-Laws state that the Robert's Rules of Order govern THA Board meetings. These rules are complicated. If a dispute ever arose, recourse to them may be difficult. This change allows the Board to use a considerably more flexible approach, with recourse to Robert's Rules as necessary.

- *Telephone Attendance: Section 4.12*
Our present by-Laws do not allow a Commissioner to participate in Board meetings by telephone. This change would allow for that. Our legal counsel believes that state law permits this.
- *Conflicts of Interest: Section 5, New Ethics and Conflicts Policy*
The change would remove the conflicts of interest section from the By-Laws and move the entire discussion to the new proposed THA Policy G-10 Ethics and Conflicts of Interest. That will helpfully consolidate, in that new policy, all provisions about conflicts of interest. Our legal counsel and the State Auditors Office have reviewed this draft policy.

Please Note: Our present procurement policy also has a section on “ethics” in procurement that covers this same ground. We will be proposing changes to that policy shortly for unrelated reasons. When we do that, we will also ask the Board to remove that ethics section so it does not duplicate this new Ethics and Conflicts of Interest policy.

- *Minor Changes to the By-Laws*
I also take this opportunity to propose other, more ministerial changes, to the By-Laws, some of them to more clearly state the requirements of state law. [Note: I also changed the formatting, indentation and the paragraph numbering in ways that I did not redline.]

According to present section 6 of the By-Laws, the Board may vote on these changes after seven (7) days written notice. The Board received the written notice in my report to the Board in December.

According to THA Policy G-01, Policy on Policies, the proposed THA Policy G-10 Ethics and Conflicts of Interest would take effect after the January Board meeting unless the Board or its Executive Committee directs otherwise. I would like a Board vote on the new policy just the same.

Recommendation

The Board passes this resolution (i) amending the By-Laws in the ways the draft describes and (ii) adopting proposed THA Policy G-10 Ethics and Conflicts of Interest.



TACOMA HOUSING AUTHORITY

RESOLUTION 2008-01-23 (3)

AMEND THA BOARD OF COMMISSIONER BY-LAWS ADOPT THA POLICY G-10 ETHICS AND CONFLICTS OF INTEREST

Whereas, Legal counsel has recommended and reviewed the proposed changes to the By-Laws for THA's Board of Commissioners and the proposed THA Policy G-10 Ethics and Conflicts of Interest; and

Whereas, Staff also recommend these changes and the new policy;

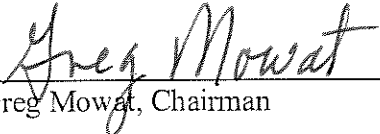
Whereas, the THA Board has had more than seven (7) days written notice of the proposed changes to the By-Laws;

Whereas, the THA Board finds the proposed By-Laws changes and the proposed policy necessary or useful to the operations of the THA,

Resolved by the Board of Commissioners of the Housing Authority of the City of Tacoma, Washington:

1. That the Board adopts the amendments to its By-Laws as set forth in the attached draft with any changes to that draft adopted by the Board in open session. The Board directs the Executive Director to reprint and distribute this new version of the By-Laws showing those amendments with any formatting he may find appropriate.
2. That the Board adopts the proposed THA Policy G-10 Ethics and Conflicts of Interest set forth in the attached draft.

Approved: January 23, 2008



Greg Mowat, Chairman



TACOMA HOUSING AUTHORITY

CERTIFICATE

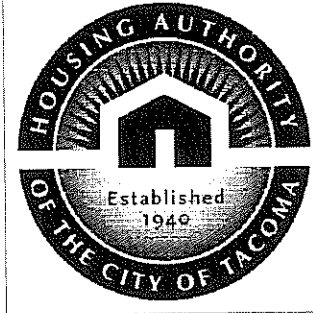
I, the undersigned, the duly chosen, qualified and acting Executive Director of the Housing Authority of the City of Tacoma (the "Authority") and keeper of the records of the Authority, CERTIFY:

1. That the attached Resolution No. 2008-01-23 (3) (the "Resolution") is a true and correct copy of the resolution of the Board of Commissioners of the Authority as adopted at a meeting of the Authority held on the 23rd day of January 2008, and duly recorded in the minute books of the Authority.

2. That such meeting was duly convened and held in all respects in accordance with law, and, to the extent required by law, due and proper notice of such meeting was given; that a quorum was present throughout the meeting and a majority of the members of the Board of Commissioners of the Authority present at the meeting voted in the proper manner for the adoption of the Resolution; that all other requirements and proceedings incident to the proper adoption of the Resolution have been duly fulfilled, carried out and otherwise observed, and that I am authorized to execute this Certificate.

IN WITNESS WHEREOF, I have hereunto set my hand this 23rd day of January 2008.

Michael Mirra, Executive Director
Tacoma Housing Authority



BY-LAWS

Of the

HOUSING AUTHORITY OF THE CITY OF TACOMA

902 South L. Street
Tacoma, WA 98405
(253) 207-4400

Adopted and amended by Resolution XXX on XXX
Adopted and amended by Resolution 1003-1 on October 22, 2003
Adopted and amended by Resolution 0201-2 on March 28, 2001

These By-laws supersede and replace all previously approved By-laws

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1. NAME, PURPOSE, SEAL, OFFICE

1.1 Authority Name

The name of the Authority is "Housing Authority of the City of Tacoma," (hereinafter "Authority.")

1.2 Purpose of the Authority

The Authority is a public body corporate and politic, exercising public and essential governmental functions and having all the powers necessary or convenient to carry out and effectuate the purposes and provisions of Chapter 35.82 RCW, including but not limited to the following:

1.2.1 To sue and be sued; to have a seal and to alter the same at pleasure; to have perpetual succession; to make and execute contracts and other instruments, including but not limited to partnership agreements and joint venture agreements, necessary or convenient to the exercise of the powers of the ~~authority~~ Authority; to participate in the organization or the operation of a nonprofit corporation which has as one of its purposes to provide or assist in the provision of housing for persons of low income; and to make and from time to time amend and repeal bylaws, rules and regulations, not inconsistent with this chapter, to carry into effect the powers and purposes of the ~~authority~~ Authority.

1.2.2 Within its area of operation: To prepare, carry out, acquire, lease and operate housing projects within the City of Tacoma, Pierce County and the State of Washington as required and permitted by the United States Department of Housing and Urban Development; to provide for the construction, reconstruction, improvement, alteration or repair of any housing project or any part thereof; to agree to rent or sell dwellings forming part of the projects to or for persons of low income. Where an agreement or option is made to sell a dwelling to a person of low income, the Authority may convey the dwelling to the person upon fulfillment of the agreement irrespective of whether the person is at the time of the conveyance a person of low income. Leases, options, agreements, or conveyances may include such covenants as the ~~authority~~ Authority deems appropriate to assure the achievement of the objectives of this chapter.

1.2.3 To acquire, lease, rent, sell, or otherwise dispose of any commercial space located in buildings or structures containing a housing project or projects.

1.2.4 To arrange or contract for the furnishing by any person or agency, public or private, of services, privileges, works, or facilities for, or in connection with, a housing project or the occupants thereof; and

(notwithstanding anything to the contrary contained in Chapter 35.82 RCW or in any other provision of law) to include in any contract let in connection with a project, stipulations requiring that the contractor and any subcontractors comply with requirements as to minimum wages and maximum hours of labor, and comply with any conditions which the federal government may have attached to its financial aid of the project.

- 1.2.5 To lease or rent any dwellings, houses, accommodations, lands, buildings, structures or facilities embraced in any housing project and (subject to the limitations contained in Chapter 35.82 RCW) to establish and revise the rents or charges therefor; to own or manage buildings containing a housing project or projects as well as commercial space or other dwelling units that do not constitute a housing project as that term is defined in this chapter: PROVIDED, That notwithstanding the provisions under subsection (1) of this section, dwelling units made available or sold to persons of low income, together with functionally related and subordinate facilities, must occupy at least fifty percent of the interior space in the total development owned by the ~~authority~~ Authority or at least fifty percent of the total number of units in the development owned by the ~~authority~~ Authority, whichever produces the greater number of units for persons of low income, and for mobile home parks, the mobile home lots made available to persons of low income must be at least fifty percent of the total number of mobile home lots in the park owned by the ~~authority~~ Authority; to own, hold, and improve real or personal property; to purchase, lease, obtain options upon, acquire by gift, grant, bequest, devise, or otherwise including financial assistance and other aid from the state or any public body, person or corporation, any real or personal property or any interest therein; to acquire by the exercise of the power of eminent domain any real property; to sell, lease, exchange, transfer, assign, pledge, or dispose of any real or personal property or any interest therein; to sell, lease, exchange, transfer, or dispose of any real or personal property or interest therein at less than fair market value to a governmental entity for any purpose when such action assists the Authority in carrying out its powers and purposes under this chapter, to a low-income person or family for the purpose of providing housing for that person or family, or to a nonprofit corporation provided the nonprofit corporation agrees to sell the property to a low-income person or family or to use the property for the provision of housing for persons of low income for at least twenty years; to insure or provide for the insurance of any real or personal property or operations of the Authority against any risks or hazards; to procure or agree to the procurement of insurance or guarantees from the federal government of the payment of any bonds or parts thereof issued by the Authority, including the power to pay premiums on any such insurance.

- 1.2.6 To invest any funds held in reserves or sinking funds, or any funds not required for immediate disbursement, in property or securities in which savings banks may legally invest funds subject to their control; to purchase its bonds at a price not more than the principal amount thereof and accrued interest, all bonds so purchased to be canceled.
- 1.2.7 Within its area of operation: To investigate into living, dwelling and housing conditions and into the means and methods of improving such conditions; to determine where slum areas exist or where there is a shortage of decent, safe and sanitary dwelling accommodations for persons of low income; to make studies and recommendations relating to the problem of clearing, replanning and reconstructing of slum areas, and the problem of providing dwelling accommodations for persons of low income, and to cooperate with the city, the county, the state or any political subdivision thereof in action taken in connection with such problems; and to engage in research, studies and experimentation on the subject of housing.
- 1.2.8 Acting through one or more Commissioners or other person or persons designated by the Authority: To conduct examinations and investigations and to hear testimony and take proof under oath at public or private hearings on any matter material for its information; to administer oaths, issue subpoenas requiring the attendance of witnesses or the production of books and papers and to issue commissions for the examination of witnesses who are outside of the state or unable to attend before the ~~authority~~ Authority, or excused from attendance; to make available to appropriate agencies (including those charged with the duty of abating or requiring the correction of nuisances or like conditions, or of demolishing unsafe or unsanitary structures within its area of operation) its findings and recommendations with regard to any building or property where conditions exist which are dangerous to the public health, morals, safety or welfare.
- 1.2.9 To initiate eviction proceedings against any tenant as provided by law. Activity occurring in any housing authority unit that constitutes a violation of Chapter 69.41, 69.50 or 69.52 RCW constitutes a nuisance for the purpose of RCW 59.12.030(5).
- 1.2.10 To exercise all or any part or combination of powers granted by Chapter 35.82 RCW.
- 1.2.11 No provisions of law with respect to the acquisition, operation or disposition of property by other public bodies are applicable to the Authority unless the legislature specifically so states.
- 1.2.12 To agree (notwithstanding the limitation contained in RCW 35.82.210)

to make such payments in lieu of taxes as the Authority finds consistent with the achievement of the purposes of Chapter 35.82 RCW.

- 1.2.13 Upon the request of a county or city, to exercise any powers of an urban renewal agency under Chapter 35.81 RCW or a public corporation, commission, or authority under Chapter 35.21 RCW. ~~However, in the exercise of any such powers the Authority is subject to any express limitations contained in this chapter.~~
- 1.2.14 To exercise the powers granted in this chapter within the boundaries of any city, town, or county not included in the area in which the Authority is originally authorized to function: PROVIDED, HOWEVER, The governing or legislative body of such city, town, or county, adopts a resolution declaring that there is a need for the Authority to function in such territory or Authority executes an Interlocal Cooperation Agreement or equivalent agreement with the local public housing authority.
- 1.2.15 To administer contracts for assistance payments to persons of low income in accordance with section 8 of the United States Housing Act of 1937, as amended by Title II, section 201 of the Housing and Community Development Act of 1974, P.L. 93-383.
- 1.2.16 To sell at public or private sale, with or without public bidding, for fair market value, any mortgage or other obligation held by the Authority.
- 1.2.17 To the extent permitted under its contract with the holders of bonds, notes, and other obligations of the Authority, to consent to any modification with respect to rate of interest, time and payment of any installment of principal or interest security, or any other term of any contract, mortgage, mortgage loan, mortgage loan commitment, contract or agreement of any kind to which the Authority is a party.
- 1.2.18 To make, purchase, participate in, invest in, take assignments of, or otherwise acquire loans to persons of low income to enable them to acquire, construct, reconstruct, rehabilitate, improve, lease, or refinance their dwellings, and to take such security therefore as is deemed necessary and prudent by the Authority.
- 1.2.19 To make, purchase, participate in, invest in, take assignments of, or otherwise acquire loans for the acquisition, construction, reconstruction, rehabilitation, improvement, leasing, or refinancing of land, buildings, or developments for housing for persons of low income. For purposes of this subsection, development includes land, buildings or both.
- (a) Any development financed under this subsection is subject to an

agreement that for at least twenty years the dwelling units made available to persons of low income together with functionally related and subordinate facilities must occupy at least fifty percent of the interior space in the total development or at least fifty percent of the total number of units in the development, whichever produces the greater number of units for persons of low income. For mobile home parks, the mobile home lots made available to persons of low income must be at least fifty percent of the total number of mobile home lots in the park. During the term of the agreement, the owner must use its best efforts in good faith to maintain the dwelling units or mobile home lots required to be made available to persons of low income at rents affordable to persons of low income. The twenty-year requirement under this subsection does not apply when the Authority finances the development by nonprofit corporations or governmental units of dwellings or mobile home lots intended for sale to persons of low and moderate income, and does not apply to construction or other short-term financing provided to nonprofit corporations or governmental units when the financing has a repayment term of one year or less.

- (b) In addition, if the development is owned by a for-profit entity, the dwelling units or mobile home lots required to be made available to persons of low income must be rented to persons whose incomes do not exceed fifty percent of the area median income, adjusted for household size, and must have unit or lot rents that do not exceed fifteen percent of area median income, adjusted for household size, unless rent subsidies are provided to make them affordable to persons of low income.

For purposes of this subsection, if the development is owned directly or through a partnership by a governmental entity or a nonprofit organization, which nonprofit organization is itself not controlled by a for-profit entity or affiliated with any for-profit entity that a nonprofit organization itself does not control, it is not be treated as being owned by a for-profit entity when the governmental entity or nonprofit organization exercises legal control of the ownership entity and in addition, (i) the dwelling units or mobile home lots required to be made available to persons of low income are rented to persons whose incomes do not exceed sixty percent of the area median income, adjusted for household size, and (ii) the development is subject to an agreement that transfers ownership to the governmental entity or nonprofit organization or extends an irrevocable right of first refusal to purchase the development under a formula for setting the acquisition price that is specified in the agreement.

- (c) Commercial space in any building financed under this subsection that exceeds four stories in height will not constitute more than twenty percent of the interior area of the building. Before financing any development under this subsection the ~~authority~~ Authority will make a written finding that financing is important for project feasibility or necessary to enable the ~~authority~~ Authority to carry out its powers and purposes under this chapter.
- 1.2.20 To contract with a public authority or corporation, created by a county, city, or town under RCW 35.21.730 through 35.21.755, to act as the developer for new housing projects or improvement of existing housing projects ~~or other purposes permitted by law.~~
- 1.2.21 To participate in Federal, State, County, and City of Tacoma housing programs by receipt of loans, grants and annual or other contributions;
- 1.2.22 To receive loans, grants and annual or other contributions from any other source, public or private; providing that nothing will jeopardize any current or future programs from HUD.
- 1.2.23 To promote, engage in, prepare and publish without limitation, alone or in conjunction with any public or private entity or organization, or any charitable or non-profit entity or organization, or any governmental agency, research studies, surveys and any and all data-gathering devices and analysis pertaining to the provision of safe, sanitary and suitable living accommodations of any and every type and kind to all persons of low income;
- 1.2.24 To advise, consult, coordinate and perform all functions, for or with any public or private corporation or organization, any charitable or nonprofit corporation or organization, or governmental agency, for the purpose of providing safe, sanitary and suitable living accommodations of any and every type and kind;
- 1.2.25 To sell bonds as may be convenient to or required to accomplish the stated purpose of the Authority.
- 1.2.26 To call upon Tacoma's chief law officer or employ its own legal counsel and staff to perform legal services.
- 1.2.27 To delegate to one or more of its agents or employees any powers or duties it considers proper.
- 1.2.28 To do any and all lawful things reasonable, necessary or convenient to accomplish the purposes stated above.

1.2.29 The Authority may also exercise powers contained in other chapters of the Revised Code of Washington, including without limitation the power to enter into intergovernmental agreements with other local public housing authorities pursuant to Chapter 39.34 RCW and to operate within the jurisdictions of such other housing authorities pursuant to such agreement, or to contract with other governmental entities pursuant to Chapter 39.34 RCW for other purposes permitted by law.

1.3 Seal of the Authority

The seal of the Authority bears the name of the Authority and the year of its organization. A logo or other artwork which reflects the current values or vision of the Authority may be incorporated into this seal at any time by a resolution of the Board of Commissioners (the "Board").

1.4 Office

The principal administrative office of the Authority is located within the City of Tacoma, Pierce County, State of Washington at a location determined by resolution of the Board. The current address is 902 South L Street in the City of Tacoma, Washington.

2. BOARD OF COMMISSIONERS

2.1 General Powers

The powers of the Authority are vested in its Board of Commissioners.

2.2 Number, Qualifications and Tenure

2.2.1 The Board consists of five (5) Commissioners.

2.2.2 Commissioners are appointed by the Mayor of the City of Tacoma. Commissioners serve for a term of five (5) years. These terms are staggered with one term expiring on August 16th of each calendar year PROVIDED that a Commissioner's appointment extends into a following term until the Mayor appoints or reappoints a person to serve the balance of that following term. ~~Commissioners are appointed by the Mayor of the City of Tacoma.~~ Vacancies are filled in the same manner as the original appointments were made, but for the unexpired term.

2.2.3 Directly Assisted Commissioner

- (a) Federal law requires that the membership of the Board contain one (1) member who is directly assisted by the Authority's federal housing program. "Directly assisted" means either (i) being a public housing resident and appearing on the lease; or (ii) being a recipient of assistance from the Authority's Housing Choice Voucher Program.

- (b) The Commissioner's seat that expires in the year 2003, 2008, 2013, and so forth, is reserved for the directly assisted Commissioner and shall not be filled by a person who is not directly assisted as defined in section 2.2.3(a)-1.
- (c) If the person appointed as the directly assisted Commissioner no longer qualifies as a directly assisted person, as defined in section 2.2.3(a)-1, he or she shall be removed from the Board, creating a vacancy to be filled by a directly assisted person. This removal shall occur only upon a vote of the Board.
- (d) The directly assisted Commissioner shall be a full member of the Board with the same powers and responsibilities held by other Commissioners.

2.2.4 Any ~~commissioner~~ Commissioner may resign at any time by giving written notice to the Chairperson of the Board. Such resignation takes effect at the time specified in the resignation, or if the time is not specified, upon receipt thereof. Unless otherwise specified in the resignation, the acceptance of a resignation is not necessary to make it effective.

2.2.5 No Commissioner of the Board of Commissioners may be an officer or employee of the City of Tacoma.

2.2.6 It is expected that Commissioners will make every effort to attend scheduled meetings. If a Commissioner fails to attend two (2) consecutive meetings without the Board's excusal, the Board Chair may require that send a letter be sent to the Mayor of the City of Tacoma alerting him or her of the circumstances.

2.2.7 No Commissioner may be compensated for serving in any capacity; except that he or she is entitled to reimbursement for necessary expenses, including traveling expenses, incurred in the discharge of his or her duties.

2.2.8 A Commissioner may be removed by the mayor of the City of Tacoma for inefficiency or neglect of duty or misconduct in office, but a Commissioner may be removed only after he is given a copy of the charges at least ten (10) days prior to the hearing thereon and had an opportunity to be heard in person or by counsel. When a Commissioner is removed, a record of the proceedings and the charges and findings will be filed in the office of the clerk of the City of Tacoma.

3. OFFICERS

3.1 Number, Election and Vacancies

The Board selects from among its Commissioners a Chairperson ~~and~~ a Vice-Chairperson, and employs a secretary, who is also the Executive Director. The Chairperson and Vice Chairperson are elected at the annual meeting in August of each year from among the Commissioners that constitute the Board and hold office for one (1) year or until their respective successors are elected and qualified. No member may serve in the capacity of Chairperson for more than three consecutive one (1) year terms. After a period of one year following three such consecutive terms, Commissioners are again eligible to serve as Chairperson. If the office of the Chairperson or Vice-Chairperson becomes vacant, the Board elects a successor from the remaining Commissioners at the next meeting. Such an election is for the unexpired term of the office.

3.2 Chairperson

The Chairperson presides at all meetings of the Authority. At each meeting the Chairperson submits such recommendations and information as he/she may consider proper concerning the business affairs and the policies of the Authority. The Chairperson is also responsible for the preparation of all regular and special meeting agendas.

3.3 Vice Chairperson

The Vice Chairperson performs the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of a vacancy in the office of the Chairperson, the Vice-Chairperson performs such duties as are imposed on the Chairperson until such time as the Board selects a new Chairperson in accordance with these by-laws.

3.4 Executive Director

3.4.1 Duties

The Executive Director, in the absence of a written contract for a definite time, serves at the pleasure of the Board and may be relieved of his/her duties no sooner than one hundred twenty (120) days after delivery of written notice. The Executive Director:

- (a) Has care and custody of all funds of the Authority and deposits the same in the name of the Authority in such bank(s) as the Authority may select.
- (b) Signs all orders and checks for the payment of money and pays out and disburses these moneys under the direction of the Authority. Except as otherwise authorized by resolution of the Board, all such orders and checks are countersigned by the Chairperson.

- (c) Keeps or causes to be kept regular books of accounts showing receipts and expenditures and renders to the Board, at each regular meeting (or more often when requested), an account of his/her transactions and also of the financial condition of the Authority.
- (d) Signs all binding contracts, deeds and other instruments made by the Authority as authorized by advanced resolution of the Board.
- (e) Carries out all policies established by the Board and advises on formation of those policies.
- (f) Develops and submits to the Board for approval a plan of organization for the conduct of the activities of the Authority and recommends changes when necessary.
- (g) Has general supervision over the administration of the Authority's business and affairs subject to the direction of the Board.
- (h) Is charged with the management of the housing projects of the Authority.
- (i) Prepares an annual budget.
- (j) Supervises financial affairs.
- (k) Presents to the Board periodic reports reflecting the activities of the Authority and such other special reports as may be required by the Board.
- (l) Assigns and supervises employees in the performance of their duties.
- (m) Performs such other duties as may from time to time be assigned by the Board.
- (n) Gives such bond as Authority may determine for the faithful performance of his duties.

3.4.2 *Compensation*

The compensation paid to the Executive Director is determined by the Board, but a member of the Board serving as Executive Director in a temporary capacity serves without compensation other than the payment of necessary expenses, including traveling expenses incurred in the performance of such duties.

3.4.3 *Custody and Use of Seal*

The Executive Director keeps in safe custody the seal of the Authority and has the power to affix the seal to all contracts and instruments authorized to be executed by the Authority.

3.5 **Secretary**

The Executive Director of the Authority serves as ex-officio Secretary of the Authority. In that capacity, he/she: (i) keeps or causes to be kept, correct and permanent records of the Authority; (ii) acts as Secretary of the meetings of the Authority and records all votes; (iii) keeps a record of the proceedings of the Authority in a minute book to be kept for such purposes; and (iv) performs all other duties incident to his/her office.

3.6 **Additional Duties**

The officers of the Authority perform such other duties and functions as may from time to time be required by the Board, the by-laws, rules and regulations of the Authority, or applicable law.

3.7 **Additional Personnel**

The Authority may from time to time employ personnel it considers necessary to exercise its powers, duties and functions in accordance with the purpose of the Authority. The selection and compensation of such personnel is determined by the Executive Director ~~and approved by the Board~~, subject to all applicable Federal, State and local laws and regulations including without limitation HUD regulations.

4. **MEETINGS**

4.1 Meeting

Unless the Board designates a different time or place for its meetings, the schedule and location for the Board's meetings shall be as follows.

4.1.1 *Annual meetings*

Annual meetings of the Authority are held at the office of the Authority or such other place as designated by the Board for the purpose of electing officers, receiving the annual report of the Executive Director and the conduct of such other business as may come before the meeting. The annual meeting of the Authority will be on the fourth Wednesday in August immediately preceding the regular meeting. If this date falls on a legal holiday, the annual meeting is held on the next succeeding business day unless otherwise posted in accordance with State requirements.

4.1.2 *Regular meetings*

Monthly meetings of the Authority are held without notice at office of the Authority (902 South L Street, Tacoma, Washington) ~~or at such other~~

~~place as the Board may designate,~~ on the fourth Wednesday of each month, at 4:30 PM. If this date falls on a legal holiday, the meeting is held on the next succeeding business day unless otherwise posted in accordance with State requirements.

4.1.3 *Special meetings*

The Chairperson of the Authority may, when he/she deems it expedient, and must, upon the written request of two (2) Commissioners of the Board, call a special meeting of the Board for the purpose of transacting any business designated in the call. The notice for a special meeting may be personally delivered to each member of the Board or may be e-mailed or sent by regular U. S. mail to his/her business or home. This notice is timely so long as it is received no less than twenty-four (24) hours prior to the time of the special meeting. At such a special meeting, no business is considered other than as designated by the notice. Final disposition is not taken on any other matter at special meetings.

4.2 **Executive Session**

Before convening in executive session, the presiding officer will publicly announce the purpose for excluding the public from the meeting place and the time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the presiding officer.

4.3 **Quorum**

Three (3) Commissioners constitute a quorum for the purpose of conducting its business and exercising the Board's powers and for all other purposes, except as provided in Section 4.6.

4.4 **Adjournment**

The Board may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular or adjourned regular meeting, the Secretary may declare the meeting adjourned to a stated time and place. The Secretary will cause a written notice of the adjournment to be given in the same manner as provided by resolution of the Board for special meetings. Whenever any meeting is adjourned, a copy of the order or notice of adjournment will be conspicuously posted immediately after the time of the adjournment on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held. When a regular or adjourned regular meeting is adjourned as provided in this subsection, the resulting resumed adjourned regular meeting is a regular meeting for all purposes. When any order of adjournment of any meeting fails to state the hour at which the resumed adjourned meeting is to be held, it is held at the hour specified for regular meetings by resolution of the Board.

4.5 **Order of Business**

At the regular meetings of the Board, the following is the customary order of business. The Board may curtail, enlarge, or modify this order:

- (a) Call to Order
- (b) Roll Call
- (c) Approval of Minutes of the previous meeting
- (d) Guest Comments
- (e) Committee Reports
- (f) Administration Reports
- (g) Old Business
- (h) New Business
- (i) Comments from the Commissioners
- (j) Comments from the Executive Director
- (k) Remarks of the Authority General Counsel
- (l) Executive Session
- (m) Action Subsequent to Executive Session
- (n) Adjournment

4.6 Resolutions

All resolutions are in writing and are maintained in a journal of proceedings of the Authority.

4.7 Rules of Order

The presiding officer shall conduct Board meetings generally to allow for a full, fair and efficient conduct of Board business.

Any Commissioner may move a proposal. At least one other Commissioner must second the motion in order to have a discussion or vote on it. If no other Commissioner seconds the motion, there shall be no discussion or vote on the proposal.

If a Commissioner seconds a proposal, the discussion shall continue until the presiding Commissioner calls for a vote, subject to a vote of a majority of a quorum directing a continuation of discussion.

The Chair or a majority of a quorum may direct that Robert Rules of Order govern the proceedings during a Board meeting. ~~All meetings are conducted according to Roberts Rules of Order.~~

4.8 Manner of Voting

All questions coming before the Board, other than matters of procedure and the election or appointment of officers, are presented in the form of uniquely numbered resolutions. The vote on all resolutions is by roll call, and each resolution is entered in full upon the minutes of the meeting, together with the ayes, nays, absent and abstentions. The election of officers, however, may be conducted by ballot.

4.9 Motions

Motions from the floor, when properly seconded, may be voted on by voice, a show of hands or roll call at the direction of the Chairperson.

4.10 Attendance by Telephone.

Any Commissioner may attend any meeting of the Board of Commissioners by telephone, as long as all other persons present at the meeting can hear all comments made and questions asked by the Commissioner and the Commissioner can hear all comments made and questions asked by all other persons speaking at the meeting.

5. CONFLICTS OF INTEREST

5.1 Appearance of Fairness.

~~No commissioner, employee, or appointee to any decision making body for the Authority may own or hold an interest in any contract or property or engage in any business, transaction, or professional or personal activity, that would:~~

~~5.1.1 Be, or appear to be, in conflict with the commissioner's, employee's, or appointee's official duties;~~

~~5.1.2 Secure, or appear to secure, unwarranted privileges or advantages for the commissioner, employee, or appointee; or~~

~~5.1.3 Prejudice, or appear to prejudice, the commissioner's, employee's, or appointee's independence of judgment in exercise of his or her official duties relating to the Authority.~~

5.2 Financial Interest.

~~5.2.1 No commissioner, employee, or appointee to any decision making body for the Authority may act in an official capacity in any manner in which the commissioner, employee, or appointee has a direct or indirect financial or personal involvement.~~

~~5.2.2 No commissioner, employee, or appointee to any decision making body for the Authority may use his or her public office or employment to secure financial gain.~~

~~5.2.3 If any commissioner or employee of the Authority or any appointee to any decision making body for the Authority owns or controls a direct or indirect interest in any property included or planned to be included in any housing project, he or she immediately must disclose the interest in writing to the Authority. This disclosure will be entered upon the~~

minutes of the Authority. Failure to disclose the interest constitutes misconduct in office. Upon such disclosure the commissioner, employee, or appointee may not participate in any action by the Authority affecting such property.

5.3 Tenants

~~No provision of this section precludes a tenant of the Authority from serving as a commissioner, employee, or appointee to any decision-making body of the Authority. No provision of this section precludes a tenant of the Authority who is serving as a commissioner, employee, or appointee from voting on any issue or decision, or participating in any action by the Authority, unless a conflict of interest, as set forth in Article V, exists as to that particular tenant and the particular property or interest at issue before, or subject to action by the Authority.~~

5.4 Commissioner Annual Certification

~~On or about August 1 of each year each Commissioner shall review this Article V and determine whether or not any conflict of interest occurred during the prior calendar year beginning on August 1 of the prior year. If the reviewing commissioner determines to the best of his or her information and belief that he or she has fully complied with Sections 5.1, 5.2 and 5.3 above and that no conflict of interest occurred during said period, he or she shall execute a certification acknowledging the same. If the reviewing commissioner determines to the best of his or her information and belief that he or she failed to comply with Sections 5.1, 5.2 and 5.3 above and that a conflict of interest occurred during said period, he or she shall execute a certification acknowledging the same. In the event of an occurrence or a conflict of interest, the reviewing commissioner shall provide a detailed explanation as part of the certification. Any certification acknowledging the occurrence of a conflict of interest shall be promptly delivered to all other commissioners and the mayor of the City of Tacoma.~~

6.5. AMENDMENTS

The by-laws of the Authority may be amended only by resolution adopted by the affirmative vote of at least three (3) Commissioners of the Board at a regular or special meeting, held seven (7) or more days after written notice. The substance of the proposed amendments ~~must be~~ is sent to each Commissioner as part of the notice. The approved by-laws will supersede all previous by-laws.



TACOMA HOUSING AUTHORITY

Policy No.	G-10
Policy	Ethics and Conflicts of Interest
Date	January 13, 2008

1. Purpose

This policy seeks to define impermissible conflicts of interest or the appearance of such conflicts that directors, staff, and Commissioners must avoid. This policy supplements but does not replace any applicable state and federal laws governing conflict of interest.

2. Sources for Policy

- ▶ RCW 35.82.050 Conflicts of Interest for Commissioners, Employees, and Appointees.
- ▶ Chap. 42.23 RCW Interest in Contracts Prohibited- Exceptions
- ▶ 24 CFR § 84.42
- ▶ 24 CFR § 85.36
- ▶ 24 CFR § 982.161
- ▶ 24 CFR § 92.356
- ▶ HUD Procurement Handbook for Public and Indian Housing Authorities 7460.8 REV 1, Ch. 10
- ▶ HUD's Annual Contribution Contract, § 19
- ▶ THA Statement of Values

3. Scope of Policy

This document is written to govern THA Commissioners and staff to assist them in determining when an actual or potential conflict of interest may exist, and to avoid and manage such conflicts when they do arise. Nothing in this policy is intended to prevent THA with complying with the terms and conditions of any grant, contract, gift, or bequest that is otherwise consistent with law.

4. Who is Responsible for Implementing Policy

Who	Responsibilities
All Staff	All staff has the responsibility to comply with this policy.
Supervisors	Supervisors are responsible to monitor the conduct of their staff and to act affirmatively to prevent and address violations of this policy.
Department Directors	Respond to complaints regarding violations of this policy. Participate in meetings to create plans to eliminate conflicts or the potential for conflicts, with Employees, and the Executive Director as necessary.
Executive Director [or designee]	Respond to complaints regarding violations of this policy. Create plans to allow individual staff to eliminate conflicts or the potential for conflicts.
Human Resources Director	Compile <i>Disclosure of THA Employee's Conflicts of Interest Forms</i> that have gone through this process, ensure these Disclosures are entered in the THA Record of Conflicts, and retain the Disclosures on file.
Executive Assistant	Collect <i>Disclosure of THA Commissioner's Conflicts of Interest Forms</i> on a yearly basis from Commissioners, disclosing whether they have any real or perceived conflicts of interest, ensure these Disclosures are entered in the THA Record of Conflicts, and retain the Disclosures on file.

5. Definitions

Employee	A person that THA employs.
Immediate Family	The term "immediate family member" means the spouse, domestic partner, parent, sibling, or child (whether related in these ways as a full blood relative, or as a "half or "step" relative, e.g., a half-brother or stepchild); foster children; or spouse's parents or siblings.
Resident THA Commissioner	A THA Commissioner who is a THA public housing resident or a participant in THA's Housing Choice Voucher Program.
Beneficial Interest	A beneficial interest confers is a financial, ownership or management interest, direct or indirect. It does not include "remote interests."

Remote Interest

A remote interest is:

- (1) that of a non-salaried officer of a nonprofit corporation;
- (2) that of an employee or agent of a contracting party where the compensation or such employee or agent consists entirely of fixed wages or salary or other compensation that would not vary because of the contract;
- (3) that of a landlord or tenant of a contracting party;
- (4) that of a holder of less than 1 percent of the shares of a corporation, limited liability company or other entity which contracts with THA.

To count as a remote interest that does not disqualify its owner from participating in a decision or other activity, the owner must disclose the existence and extent of the interest in advance and recuse him or herself from the decision.

HUD

U.S. Department of Housing and Urban Development

THA Record of Conflict

Record of THA Employee or Commissioners' Conflicts of Interest to be kept in the Executive Office.

6. Forms Associated with this Policy

G-10(1)

Disclosure of THA Employee's Conflicts of Interest

G-10(2)

Disclosure of THA Commissioner's Conflicts of Interest

7. Policy

7.1 General Ethical Standards

THA staff and Commissioners, in the exercise of agency business, will seek to conduct themselves in accord with the highest ethical standards.

7.2 Precluded Interest in THA Property or Contract

THA employees or Commissioners or members of their immediate family shall not possess or acquire any beneficial interest in any THA property or contract during their service to THA or for one year afterward, PROVIDED THAT this section shall not preclude the following types of beneficial interests:

- (a) interest as participants in THA's housing programs allowed under section 7.4 below;

- (b) THA's employment or contracting with family members of employees or Commissioners, subject to section 7.3 and THA's Policy on Nepotism.

7.3 Contracting Decision or Management

None of the following persons shall participate either in a decision to hire someone or to award a contract or in the management of a contract:

- (a) THA staff person or Commissioner or any other person who has a beneficial or remote interest in the decision.
- (b) Any public official, member of the local governing body, or state or local legislator, or any member of their immediate family, who exercises functions or responsibilities with respect to the contract in question or THA generally.

7.4 Participation in THA Housing Programs Allowed

Employees, Commissioners of THA, and their immediate family members may participate in subsidy programs administered by THA but only if the employee or Commissioner does not have or is removed and screened from (i) senior management responsibility for the program's administration or the creation of program policies that affect that participation specifically or (ii) specific responsibility to manage the participation in question.

Notwithstanding any other provision of this policy, a THA Commissioner who, pursuant to 24 C.F.R. § 964.415, participates in THA's assistance programs may also participate in any matter before the Board, unless the matter clearly applies specifically to his or her personal interests or that of his or her immediate family in ways that does not also apply generally to other participants in the program.

THA shall not treat or offer to treat such participants any differently, either more or less favorably, because of their status as an employee, Commissioner or an immediate family member of an employee or Commissioner.

7.5 Prohibition of Contingent Fees

Contractors shall not retain a person to solicit or secure a THA contract for a commission, percentage, brokerage, or contingent fee, except for bona fide employees or bona fide established commercial selling agencies.

7.6 Waiver of Contracting Conflicts

A present or former THA employee may be eligible for a waiver of a conflict of interest from THA and HUD not otherwise precluded by state law. THA and HUD may grant this waiver to employees or Commissioners who immediately disclose the conflicting interest to THA and if the disclosure is entered on THA's Record of Conflicts. The individual with the waived conflict may not thereafter

participate in any THA action relating to the contract, subcontract, or arrangement in question.

7.7 General Depository Agreements

The provisions of 7.4 shall not apply to the General Depository Agreement entered into with an institution regulated by a federal agency, or to utility service for which the rates are fixed or controlled by a state or local agency.

7.8 No Bribes, Gratuities, Kickbacks, Influence or Use of Confidential Information

THA staff or Commissioners may not solicit, receive, offer or give gifts, entertainment, advantage, influence or confidential information of any value that are or appear to be in exchange for an unfair advantage in the provision or management of THA services, contracts, policy making, hiring or resources.

7.9 Outside Activities or Interests

No employee may have other employment, "free-lancing" or "moonlighting" activity or outside interest that (i) adversely affects the quality or quantity of his or her work performed at THA; (ii) implies sponsorship or support by THA of the outside employment or activity; or that (iii) adversely affects THA's good name. Employees may not use THA time, facilities, resources or supplies for outside activity, interest or work.

No employee or Commissioner may engage in any business, transaction, professional or personal activity or possess an outside interest that conflicts or appears to conflict with his or her official duties at THA, that would secure or appear to secure unwarranted privileges or advantages for him or her regarding THA business, and/or that would prejudice or appear to prejudice his or her independent judgment in his or her official THA duties.

7.10 Reporting and Managing Conflicts

7.10.1 Employee

If any THA employee of Commissioner or his or her immediate family has an interest that this policy would preclude, he or she shall disclose to their Department Director or to the Executive Director in writing. To do this, they may use the Disclosure of THA Employee's Conflicts of Interest Form, *THA Form G-10(1) Disclosure of Employee's Conflicts of Interest*.

THA shall enter this disclosure into THA's Record of Conflicts (that will be kept in the Executive Office). The disclosure itself will be retained in a file in the Human Resources Department at THA.

7.10.2 *Commissioner*

On or about every August 1st, each THA Commissioner must certify in writing, using *THA Form G-10(2) Disclosure of Commissioner's Conflicts of Interest*, whether they have complied with this policy during the past year.

If the reviewing Commissioner determines to the best of his or her information and belief that he or she failed to comply with this policy and that a conflict of interest occurred during the past year, he or she shall acknowledge the conflict and provide a detailed explanation as part of the certification. In that event, THA shall promptly deliver a copy of the Certification to the other Commissioners and the Mayor of the City of Tacoma.

7.10.3 *Managing Conflicts*

If THA determines there is an actual or potential conflict of interest, the Staff person or Commissioner and the Executive Director or his/her designee will create a plan for eliminating the conflict or potential for a conflict. Such plan will also be entered in the THA Record of Conflicts and filed with the original disclosure form.

For Commissioners, this plan may include the Commissioner's recusal from discussions pertaining to the issue, preclusion of a contract, or resignation from the Board.

7.11 Duty to Report Violations

If any THA Staff knows of any violation of this policy, he or she shall report it to his or her supervisor or to the HR Director.

7.12 Consequences of Violations

Any person whom THA determines has violated this policy may be liable to disciplinary action, including termination of employment, debarment from contracting and, if applicable, referral to the appropriate civil or criminal authorities.